



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation JAMES F & MARION L MILLER FOUNDATION		A Employer identification number 03-0373895	
Number and street (or P O box number if mail is not delivered to street address) 520 SW YAMHILL STREET No 520		Room/suite	B Telephone number (see instructions) (503) 546-3191
City or town, state or province, country, and ZIP or foreign postal code Portland, OR 97204		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
IFair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 170,981,292		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,214	12,214		
	4 Dividends and interest from securities	4,509,714	4,509,714		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,038,825			
	b Gross sales price for all assets on line 6a 47,986,087				
	7 Capital gain net income (from Part IV, line 2) . . .		8,038,825		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,324	7,990		
	12 Total.Add lines 1 through 11	12,567,077	12,568,743		
	13 Compensation of officers, directors, trustees, etc	598,611	224,572		374,039
	14 Other employee salaries and wages	179,983	8,999		170,984
	15 Pension plans, employee benefits	51,820	2,591		49,229
	16a Legal fees (attach schedule).	24,298	21,374		0
	b Accounting fees (attach schedule).	50,351	33,674		4,200
	c Other professional fees (attach schedule)	498,970	498,970		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	141,842	87,303		0
	19 Depreciation (attach schedule) and depletion . . .	12,379	0		
	20 Occupancy	54,042	2,702		51,340
	21 Travel, conferences, and meetings.	19,963	0		19,963
	22 Printing and publications				
	23 Other expenses (attach schedule).	88,139	2,148		85,991
	24 Total operating and administrative expenses. Add lines 13 through 23	1,720,398	882,333		755,746
	25 Contributions, gifts, grants paid	10,759,762			10,759,762
	26 Total expenses and disbursements.Add lines 24 and 25	12,480,160	882,333		11,515,508
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	86,917			
	b Net investment income (if negative, enter -0-)		11,686,410		
	c Adjusted net income(if negative, enter -0-) . . .				

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	30,076,897	25,447,065	25,447,065	
	3	Accounts receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	113,728,768 	118,573,506	139,407,718	
	c	Investments—corporate bonds (attach schedule)	1,392,532 	500,619	317,396	
	11	Investments—land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____					
12	Investments—mortgage loans.					
13	Investments—other (attach schedule)	5,560,725 	6,322,142	5,789,025		
14	Land, buildings, and equipment basis ▶ _____ 80,450					
	Less accumulated depreciation (attach schedule) ▶ 60,729	12,696 	19,721	19,721		
15	Other assets (describe ▶ _____)	 4,885 	367 	367 		
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	150,776,503	150,863,420	170,981,292		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	150,776,503	150,863,420		
	30	Total net assets or fund balances(see instructions)	150,776,503	150,863,420		
31	Total liabilities and net assets/fund balances(see instructions)	150,776,503	150,863,420			

Part III			Analysis of Changes in Net Assets or Fund Balances	
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	150,776,503	
2	Enter amount from Part I, line 27a	2	86,917	
3	Other increases not included in line 2 (itemize) ▶ _____	3	0	
4	Add lines 1, 2, and 3	4	150,863,420	
5	Decreases not included in line 2 (itemize) ▶ _____	5	0	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	150,863,420	

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICALLY TRADED SECURITIES			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 47,986,087		39,947,262	8,038,825
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			8,038,825
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,038,825
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	12,191,684	191,992,450	0 063501
2013	10,901,004	175,506,985	0 062112
2012	9,638,953	161,773,557	0 059583
2011	8,955,457	164,078,445	0 054580
2010	10,881,916	157,380,704	0 069144

2 Total of line 1, column (d).	2	0 308920
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 061784
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	180,856,759
5 Multiply line 4 by line 3.	5	11,174,054
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	116,864
7 Add lines 5 and 6.	7	11,290,918
8 Enter qualifying distributions from Part XII, line 4.	8	11,515,508

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

116,864

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

0

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

116,864

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

270,040

b

Exempt foreign organizations—tax withheld at source.

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

d

Backup withholding erroneously withheld.

6d

7

Total credits and payments. Add lines 6a through 6d.

7

270,040

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

10

153,176

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 153,176 **Refunded** ☒

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
☒ OR _____

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW MILLERFOUND ORG	13	Yes	
14	The books are in care of CHARLES ROOKS Telephone no (503) 546-3191 Located at 520 SW YAMHILL STE 520 PORTLAND OR ZIP+4 97204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ☐	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?. ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?. ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

5b

6b

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
PATRICIA M REYNOLDS	PROGRAM MANAGER	87,819	4,406	6,721
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	40 00			
GRETCHEN SCHACKEL	GRANTS MANAGER	73,458	1,440	6,721
520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	40 00			

Total

number of other employees paid over \$50,000.

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHARLES H PUTNEY	INVESTMENT MANAGEMENT	204,886
805 SW BROADWAY SUITE 1800		
PORTLAND,OR 97205		
Total number of others receiving over \$ 50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	161,550,929
b	Average of monthly cash balances.	1b	22,059,994
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	183,610,923
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	183,610,923
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,754,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	180,856,759
6	Minimum investment return. Enter 5% of line 5.	6	9,042,838

Part XI

Distributable Amount

(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	9,042,838
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	116,864
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	116,864
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	8,925,974
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	8,925,974
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	8,925,974

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	11,515,508
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,515,508
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	116,864
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,398,644

Note:The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				8,925,974
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	3,166,151			
b From 2011.	876,703			
c From 2012.	1,690,123			
d From 2013.	2,403,635			
e From 2014.	3,058,135			
f Total of lines 3a through e.	11,194,747			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____ 11,515,508				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				8,925,974
e Remaining amount distributed out of corpus	2,589,534			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,784,281			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	3,166,151			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	10,618,130			
10 Analysis of line 9				
a Excess from 2011.	876,703			
b Excess from 2012.	1,690,123			
c Excess from 2013.	2,403,635			
d Excess from 2014.	3,058,135			
e Excess from 2015.	2,589,534			

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
85% of line 2a					
Qualifying distributions from Part XII, line 4 for each year listed					
Amounts included in line 2c not used directly for active conduct of exempt activities					
Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon					
"Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
"Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Information Regarding Foundation Managers:

- List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- | | |
|----------|---|
| a | The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
MARTHA RICHARDS EXECUTIVE DIRECTOR
520 SW YAMHILL STREET STE 520
PORTLAND, OR 97204
(503) 546-3191
INFO@MILLERFOUND.ORG |
| b | The form in which applications should be submitted and information and materials they should include
PLEASE SEE APPLICATION GUIDELINES AT WWW.MILLERFOUND.ORG/APPLY |
| c | Any submission deadlines
APPLICATION DEADLINES ARE POSTED PERIODICALLY AT WWW.MILLERFOUND.ORG |
| d | Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE MILLER FOUNDATION MAKES RESPONSIVE GRANTS TO REQUESTS FROM ORGANIZATIONS BASED IN OREGON WHOSE PRIMARY FOCUS IS IN THE ARTS OR EDUCATION. FOR MORE INFORMATION, PLEASE SEE APPLICATION GUIDELINES AT WWW.MILLERFOUND.ORG/APPLY |

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	10,759,762
b <i>Approved for future payment</i> See Additional Data Table				
Total			3b	12,088,748

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	12,214	
4	Dividends and interest from securities.			14	4,509,714	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	7,990	
8	Gain or (loss) from sales of assets other than inventory			18	8,038,825	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>PASS THROUGH INCOME and LOSSES</u>	900099	-1,666			
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		-1,666		12,568,743	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		12,567,077

[illegible]

l. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash.

(2) Other assets.

- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.

c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2016-09-01 _____ Date	***** _____ Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name Sang Ahn	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00540880
	Firm's name ☒ MCDONALD JACOBS PC			Firm's EIN ☒ 93-0900579	
	Firm's address ☒ 520 SW YAMHILL ST STE 500 PORTLAND, OR 97204			Phone no (503) 227-0581	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHARLES H PUTNEY  520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	PRESIDENT 2 00	0	0	0
CHARLES WALKER 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	SECRETARY/VICE PRESIDENT 8 00	25,000	0	0
ALICE MCCARTOR 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	DIRECTOR 3 00	50,000	0	0
CHARLES ROOKS 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	DIRECTOR 5 00	30,000	0	0
WILLIAM SWINDELLS 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	DIRECTOR 5 00	30,000	0	0
PETER KOEHLER 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	DIRECTOR 5 00	29,167	0	0
MARTHA RICHARDS 520 SW YAMHILL STREET SUITE 520 PORTLAND, OR 97204	EXECUTIVE DIRECTOR 40 00	211,940	10,897	6,721

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GRANTMAKERS of Oregon and Southwest Washington PO Box 6381 Portland,OR 972286381		PC	for strategic planning in 2015	5,000
Portland Center Stage 128 NW Eleventh Ave Portland,OR 972094260		PC	in support of general operating expenses	162,500
Profile Theatre PO Box 14845 Portland,OR 97293		PC	To provide general and contingent operating support for audience diversification and expansion for a	25,000
Live Wire Radio Inc 3606 N Mississippi Ave Portland,OR 97227		PC	capacity building	20,000
Chalkboard Project 221 NW 2nd Ave Portland,OR 97209		PC	General operating support	120,000
Oregon Symphony 921 SW Washington St Portland,OR 972052800		PC	in support of general operating expenses	833,000
Oregon Ballet Theatre 0720 SW Bancroft Street Portland,OR 97239		PC	in support of general operating expenses	225,000
Portland Art Museum 1219 SW Park Avenue Portland,OR 97205		PC	in support of general operating expenses	325,000
Portland Center Stage 128 NW Eleventh Ave Portland,OR 972094260		PC	in support of general operating expenses	162,500
Portland Opera 211 SE Caruthers Street Portland,OR 97214		PC	in support of general operating expenses	375,000
Chalkboard Project 221 NW 2nd Ave Portland,OR 97209		PC	in support of the CLASS Project	219,000
Oregon Repertory Singers 5319 SW Westgate Dr Suite 134 Portland,OR 97221		PC	to provide capacity building support for the hiring of a new Executive Director	20,000
Write Around Portland 133 SW 2nd Ave 304 Portland,OR 97204		PC	to provide General operating support for creative writing workshops with low income, disabled or soc	15,000
Portland Baroque Orchestra 1020 SW Taylor St Ste 200 Portland,OR 97205		PC	General operating support	35,000
Portland State University Foundation PO Box 751 Portland,OR 97207		PC	Sustainability Initiatives	100,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Oregon Children's Foundation dba SMART 101 SW Market Street Portland,OR 97201		PC	to implement strategic planning outcomes	50,000
Youth Symphony of Southern Oregon PO Box 4291 Medford,OR 97501		PC	to provide operating support for a youth symphony in Southern Oregon	5,000
Music Workshop 6681 SW 88th PL Portland,OR 97223		PC	to provide program support for the creation of music education dvds for public schools in the Portla	10,000
PDX Jazz 126 NE Alberta St suite 002 Portland,OR 97211		PC	to provide support for a 10 day jazz festival for the general public in the Portland Metro area	10,000
FearNoMusic PO Box 1262 Portland,OR 97207		PC	to provide support for contemporary music performances and the Young Composer's Project in the Portl	5,000
Business for Culture & the Arts 921 SW Washington Portland,OR 97205		PC	to provide support for expanding existing service and membership model to engage more small business	10,000
ArtsEast PO Box 541 La Grande,OR 97850		PC	to provide support for school and community based arts programs in rural Oregon	15,000
Imago Theatre PO Box 15182 Portland,OR 97293		PC	to provide support for the creation a new touring production that will play in the Portland Metro ar	25,000
White Bird 5620 SW Edgemont Place Portland,OR 97239		PC	to provide two years operating support for the company's dance offerings in Portland in 2015 and 201	60,000
Caldera 224 NW 13th Ave Portland,OR 97209		PC	Caldera Youth Program	20,000
College Possible 532 SE Grand Avenue Portland,OR 97214		PC	to provide a three year grant supporting continued growth of a high school to college program in eas	50,000
Kukatonon Children's African Dance Troupe 240 N Broadway Street Suite 215 Portland,OR 97227		PC	to provide General operating support	5,000
NW Documentary Arts & Media 115 SW Ash Street Suite 620 Portland,OR 97204		PC	to provide General operating support for an organization which provides documentary classes and crea	15,000
Museum At Warm Springs PO Box 909 Warm Springs,OR 97761		PC	to provide one year of unrestricted operating support for this Museum located on the Warm Springs re	25,000
Rogue Gallery and Art Center 40 S Bartlett St Medford,OR 97501		PC	to provide program support for a gallery which serves the general public in Medford OR	7,500
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Hollywood Theatre 4035 NE Sandy Blvd Suite 212 Portland, OR 97212		PC	to provide program support for a three day documentary film festival which deals with LGBTQ issues a	5,000
Beaverton School District 16550 SW Merlo Road Beaverton, OR 97005		PC	to support the Arts for Learning Lessons project	20,000
AVID 9246 Lightwave Ave San Diego, CA 92123		PC	AVID Initiative	164,465
Corvallis School District 1555 SW 35th Street Corvallis, OR 97333		PC	AVID Initiative	47,064
Greater Albany School District 718 SW 7th Ave Albany, OR 97321		PC	AVID Initiative	94,128
Gresham-Barlow School District 1331 NW Eastman Parkway Gresham, OR 97030		PC	AVID Initiative	22,860
Portland Public Schools 501 N Dixon Street Portland, OR 97227		PC	AVID Initiative	93,456
Reynolds School District 1204 NE 201st Avenue Fairview, OR 97024		PC	AVID Initiative	34,290
Central Point School District 300 Ash Street Gold Hill, OR 97502		PC	AVID Initiative	42,532
Eagle Point School District PO Box 548 11 N Royal Eagle Point, OR 97524		PC	AVID Initiative	89,596
Gladstone School District 17789 Webster Road Gladstone, OR 97027		PC	AVID Initiative	42,532
Newberg School District 714 E 6th Street Newberg, OR 97132		PC	AVID Initiative	66,064
North Clackamas School District 4444 SE Lake Road Milwaukie, OR 97222		PC	AVID Initiative	89,596
Oregon City School District 1417 12th Street Oregon City, OR 97045		PC	AVID Initiative	66,064
Woodburn School District 965 N Boones Ferry Road Woodburn, OR 97071		PC	AVID Initiative	42,532
Total			3a	10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Jefferson School District 1328 N 2nd St Jefferson, OR 97352		PC	AVID Initiative	23,532
Circus Project 1420 NW 17th Ave Suite 388 Portland, OR 97209		PC	to provide capacity building support to increase revenue by increasing the number of classes offered	15,000
Pendulum Aerial Arts 2146 NW Village Circle Portland, OR 97229		PC	to provide General operating support	5,000
PDX Jazz 126 NE Alberta St suite 002 Portland, OR 97211		PC	to provide support for a 10 day jazz festival for the general public in the Portland Metro area	5,000
I Have a Dream Foundation Oregon 2916 NE Alberta Street Suite D Portland, OR 97211		PC	for the Dreamer School project	200,000
Siletz Bay Music Festival 540 SE US Hwy 101 Lincoln City, OR 97367		PC	General operating support	7,500
Fishtrap Inc PO Box 38 Enterprise, OR 97828		PC	to provide capacity building support over two years to a nationally recognized writers program locat	5,000
Rogue Valley Symphony 1875 Hwy 99 Ashland, OR 97520		PC	to provide General operating support	10,000
Chamber Music Northwest 5125 SW Macadam Avenue Portland, OR 97239		PC	to provide General operating support for the 2015-2016 season	50,000
PHAME 1631 NE Broadway 134 Portland, OR 97232		PC	To provide General operating support to an organization who serves young and older adults with devel	10,000
Broadway Rose Theatre PO Box 231004 Tigard, OR 97281		PC	to provide project support for audience development and expansion	5,000
Adelante Mujeres 2036 Main St Suite A Forest Grove, OR 971162459		PC	to provide support for the Chicas youth development program which serves low-income Latina immigrant	5,000
Third Rail Repertory Theatre PO Box 96063 Portland, OR 97296		PC	to provide two years General operating support to a theatre company located in Portland OR	30,000
Regional Arts & Culture Council 411 NW Park Ave Suite 101 Portland, OR 97209		PC	to provide two years of general support to continue expansion of an arts integration program current	50,000
Oregon Contemporary Theatre 174 West Broadway Eugene, OR 97401		PC	to provide two years of General operating support for a theatre company serving Lane and Marion coun	10,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Educational Policy Improvement Center 1700 Millrace Drive Eugene,OR 97403		PC	AVID Implementation Evaluation	8,176
Give a Little Foundation Po Box 232 Mcminnville,OR 97128		PC	In honor of Charlie Walker	5,000
Neskowin Chamber Music PO Box 468 Neskowin,OR 97149		PC	In honor of Charlie Walker	5,000
Liberty Theatre Foundation PO Box 3057 La Grande,OR 97850		PC	to provide capacity building support in the areas of development and fundraising	5,000
Cannon Beach Arts Association PO Box 684 Cannon Beach,OR 97210		PC	to provide exhibition support for four shows from July 2015 through October 2015	5,000
Northwest Dance Project PO Box 42488 Portland,OR 97242		PC	to provide General operating support	50,000
Oregon Public Broadcasting 7140 SW Macadam Ave Portland,OR 97219		PC	to provide General operating support	400,000
PlayWrite PO Box 13420 Portland,OR 97213		PC	to provide General operating support	5,000
Salem Art Association 600 Mission Street SE Salem,OR 97302		PC	to provide General operating support	25,000
University of Oregon Foundation dba Oregon Bach Festival 1720 E 13th Ave 410 Eugene,OR 97403		PC	to provide General operating support	20,000
YU Contemporary 800 SE 10th Avenue Portland,OR 97214		PC	to provide General operating support	15,000
Ballet Fantastique 960 Oak Street Eugene,OR 97401		PC	to provide General operating support	20,000
Bag and Baggage Productions PO Box 3176 Hillsboro,OR 97123		PC	to provide General operating support for the 2015-2016 season	20,000
Institute for Youth Success 1411 SW Morrison St Suite 203 Portland,OR 97205		PC	to provide program expansion support of the growth mindset project	20,000
REAP Inc PO BOX 86341 Portland,OR 97286		PC	to provide support for the Black Male Leadership program	50,000
Total			3a	10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Oregon Humanities 921 SW Washington Suite 150 Portland, OR 97205		PC	to provide support to expand the reach of Oregon Humanities magazine	25,000
Business Education Compact 4800 SW Griffith Drive Suite 250 Beaverton, OR 97005		PC	to provide two years of operating support for a statewide training of teacher and teacher leaders i	50,000
pear 338 NW 6th Avenue Portland, OR 97209		PC	capacity building	25,000
Camelot Theatre Company PO Box 780 Talent, OR 97540		PC	General operating support	15,000
Cornucopia Arts Council PO Box 921 Halfway, OR 97834		PC	General operating support	2,500
Eugene Ballet Company 1590 Willamette Street Suite 100 Eugene, OR 974014080		PC	General operating support	40,000
Rock N Roll Camp for Girls PO Box 11324 Portland, OR 97211		PC	General operating support	5,000
Rogue Valley Chorale Association 319 7th Street Rogue River, OR 97537		PC	General operating support	5,420
Shadow Project PO Box 3107 Portland, OR 97208		PC	to provide General operating support	20,000
My Voice Music PO Box 28043 Portland, OR 97228		PC	To provide General operating support for a program which teaches youth age 5-18 to write, record and	5,000
Defunkt Theatre 4319 SE Hawthorne Blvd Portland, OR 97215		PC	To provide program support for an ensemble theater company focusing on perspectives of race, gender	3,500
Children's Institute 1411 SW Morrison Street Portland, OR 97205		PC	Honorarium	1,000
Thrive Washington 1111 Third Ave Suite 210 Seattle, WA 98101		PC	Honorarium	1,000
Chalkboard Project 221 NW 2nd Ave Portland, OR 97209		PC	for the Teach Oregon project	100,000
Disjecta 8371 N Interstate Avenue Portland, OR 97217		PC	General operating support	20,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Eugene Symphony 115 West 8th Avenue Eugene,OR 97401		PC	General operating support	20,000
Grande Ronde Symphony Association PO Box 824 La Grande,OR 97850		PC	General operating support	5,000
Hand2Mouth Theatre 210 SE Madison Ave 11 Portland,OR 97214		PC	General operating support	10,000
Newspace Center for Photography 1632 SE 10th Ave Portland,OR 97214		PC	General operating support	15,000
Salem Chamber Orchestra 388 State St SE Suite 475 Salem,OR 97306		PC	General operating support	5,000
Regional Arts & Culture Council 411 NW Park Ave Suite 101 Portland,OR 97209		PC	Right Brain Initiative	75,000
Theatre Vertigo 4110 SE Hawthorne Blvd 618 Portland,OR 97214		PC	To provide General operating support for an ensemble-driven theater in Portland	2,500
Pioneer Courthouse Square Inc 715 SW Morrison Street Suite 702 Portland,OR 97205		PC	To provide project support for Project Public -- a large-scale incubator and presenter for public in	15,000
Miracle Theatre Group 425 SE 6th Ave Portland,OR 97214		PC	To provide two years of General operating support and program development for a Latino theatre arts	25,000
Artists Repertory Theatre 1515 SW Morrison ST Portland,OR 97205		PC	to provide two years of operating support for theatre company and Arts Hub	60,000
Beaverton School District 16550 SW Merlo Road Beaverton,OR 97005		PC	to support the Arts for Learning Lessons project	30,000
Mt Scott Learning Centers 6148 SE Holgate Blvd Portland,OR 97206		PC	For operating support of Transitions Program	10,000
Portland Public Schools 501 N Dixon Street Portland,OR 97227		PC	Mentoring & Induction New Teachers [MINT]	334,622
Oregon Nikkei Endowment 121 NW 2nd Avenue Portland,OR 97209		PC	Nihonmachi The Place to Be	5,000
Literary Arts Inc 925 SW Washington St Portland,OR 97205		PC	to provide general and capacity building support for an organization providing a range of literary p	25,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
De La Salle North Catholic 7528 N Fenwick Portland, OR 97217		PC	To provide matching funds for a high school which serves a population in which the majority are stud	75,000
Reading Results 3115 NE Sandy Blvd Suite 229 Portland, OR 97232		PC	to provide matching funds for new and increased gifts for a reading program that helps students reac	40,000
Cinema Project PO box 5991 Portland, OR 97228		PC	General operating support	5,000
College Possible 532 SE Grand Avenue Portland, OR 97214		PC	to provide a three year grant supporting continued growth of a high school to college program in eas	50,000
Portland Piano International PO Box 6469 Portland, OR 97228		PC	to provide General operating support	15,000
Four Rivers Cultural Center 676 SW 5th Avenue Ontario, OR 97914		PC	A Night with Glen Miller	5,000
Ashland Art Center 357 East Main St Ashland, OR 97520		PC	Building on a Strong Foundation, Planning for the Future	10,000
ArtsMidwest 2908 Hennepin Ave Minneapolis, MN 55408		PC	Building Public Will for the Arts	100,000
Camp Fire Columbia 619 SW 11th Ave 234 Portland, OR 97205		PC	Camp Fire High School Program	25,000
Disability Art and Culture Project 259 SE 162nd Ave Portland, OR 97233		PC	Disability Pride Film Festival	2,500
Arts in Education of the Gorge 1009 Eugene Street Hood River, OR 97031		PC	ELL Arts	10,725
Lakewood Center for the Arts 368 S State Street Lake Oswego, OR 97034		PC	General operating support	10,000
Latino Network 410 NE 18th Ave Portland, OR 97232		PC	Latino Network Ninth Grade Counts	40,000
Portland Center Stage 128 NW Eleventh Ave Portland, OR 972094260		PC	Marketing and Branding	100,000
Portland Opera 211 SE Caruthers Street Portland, OR 97214		PC	POA Large Arts Initiative 16 17 18	250,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PassinArt A Theatre Company 825 NE 20th Street Ste D Portland, OR 97228		PC	Production Season 2015-2016	5,000
Young Audiences of Oregon & SW Washington 1200 SW Morrison St Ste 1000 Portland, OR 97205		PC	Program Support	25,000
Northwest Academy 1130 SW Main Street Portland, OR 97205		PC	to facilitate a move to a new facility	50,000
Portland Actors Conservatory 1436 SW Montgomery Street Portland, OR 97201		PC	to provide capacity building support for a professional theatre artist training program with student	15,000
Portland Institute for Contemporary Art 415 SW 10th Ave Portland, OR 97205		PC	to provide General operating support for a local presenter of contemporary performances and exhibits	50,000
KairosPDX PO Box 12190 Portland, OR 97212		PC	to provide General operating support for a new K-5 charter school in the N Kenton neighborhood	25,000
Children's Institute 1411 SW Morrison Street Portland, OR 97205		PC	to provide General operating support for an early learning laboratory and PreK to third grade advoca	50,000
SalemKeizer Coalition for Equality PO Box 4296 Salem, OR 97302		PC	to provide General operating support to a culturally specific program providing educational programm	20,000
Oregon Arts Commision 775 Summer Street NE Ste 200 Salem, OR 973011280		PC	Arts Summit Sponsorship	2,000
All Hands Raised 2069 NE Hoyt Street Portland, OR 97232		PC	All Hands Raised Partnership	50,000
Southern Oregon Film Society PO Box 218 Ashland, OR 97520		PC	Audience & Donor Development Project	7,500
Educational Policy Improvement Center 1700 Millrace Drive Eugene, OR 97403		PC	AVID Implementation Evaluation	16,588
Bag and Baggage Productions PO Box 3176 Hillsboro, OR 97123		PC	Operating Support Initiative	20,000
Cappella Romana 1017 SW Morrison St Ste 315 Portland, OR 97205		PC	Operating Support Initiative	20,000
Artists Repertory Theatre 1515 SW Morrison ST Portland, OR 97205		PC	Challenge Grant	140,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Chamber Music Northwest 5125 SW Macadam Avenue Portland, OR 97239		PC	Operating Support Initiative	60,000
Columbia Center for the Arts PO Box 1543 Hood River, OR 97031		PC	Columbia Center for the Arts 2015	15,000
Craterian Performances 23 S Central Ave Medford, OR 97501		PC	Operating Support Initiative	50,000
Eugene Ballet Company 1590 Willamette Street Suite 100 Eugene, OR 974014080		PC	Operating Support Initiative	50,000
Eugene Symphony 115 West 8th Avenue Eugene, OR 97401		PC	Operating Support Initiative	30,000
Josephy Center for Arts and Culture PO Box 949 Joseph, OR 97846		PC	Financial Management & Capacity Enhancement	24,000
Fishtrap Inc PO Box 38 Enterprise, OR 97828		PC	Operating Support Initiative	20,000
Friends of Chamber Music 211 SE Caruthers St Suite 202 Portland, OR 97214		PC	Operating Support Initiative	3,000
Eugene Symphony 115 West 8th Avenue Eugene, OR 97401		PC	General Operating Support	20,000
Hollywood Theatre 4035 NE Sandy Blvd Suite 212 Portland, OR 97212		PC	Operating Support Initiative	20,000
Imago Theatre PO Box 15182 Portland, OR 97293		PC	Operating Support Initiative	9,000
Literary Arts Inc 925 SW Washington St Portland, OR 97205		PC	Operating Support Initiative	55,000
Metropolitan Youth Symphony 4800 SW Macadam Ave Suite 105 Portland, OR 97239		PC	Operating Support Initiative	15,000
Miracle Theatre Group 425 SE 6th Ave Portland, OR 97214		PC	Operating Support Initiative	34,000
Northwest Children's Theater and School 1819 NW Everett Portland, OR 97209		PC	Operating Support Initiative	50,000
Total			3a	10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Northwest Film Center 1219 SW Park Avenue Portland, OR 97205		PC	Operating Support Initiative	40,000
Northwest Dance Project PO Box 42488 Portland, OR 97242		PC	Operating Support Initiative	37,000
Oregon Children's Theatre 1939 NE Sandy Blvd Portland, OR 97232		PC	Operating Support Initiative	75,000
Oregon Contemporary Theatre 174 West Broadway Eugene, OR 97401		PC	Operating Support Initiative	22,000
Oregon Humanities 921 SW Washington Suite 150 Portland, OR 97205		PC	Operating Support Initiative	50,000
Children's Institute 1411 SW Morrison Street Portland, OR 97205		PC	Philanthropy in Early Learning	30,000
Portland Baroque Orchestra 1020 SW Taylor St Ste 200 Portland, OR 97205		PC	Operating Support Initiative	45,000
Portland Childrens Museum 4015 SW Canyon Road Portland, OR 97221		PC	Portland Childrens Museum Lives Sustainably Business Plan Development and Fundraising	58,750
Portland Piano International PO Box 6469 Portland, OR 97228		PC	Operating Support Initiative	23,000
Portland Playhouse 602 NE Prescott St Portland, OR 97211		PC	Operating Support Initiative	30,000
Portland Youth Philharmonic 7320 SW Barbur Blvd Suite 140 Portland, OR 97219		PC	Operating Support Initiative	30,000
Oregon Coast Council for the Arts PO Box 1315 Newport, OR 97365		PC	Resource Integration and Capacity Building Initiative	32,950
Rogue Valley Symphony 1875 Hwy 99 Ashland, OR 97520		PC	Operating Support Initiative	30,000
Ross Ragland Theater 218 N 7th Street Klamath Falls, OR 97601		PC	Operating Support Initiative	40,000
The Portland Ballet 6250 SW Capital Hwy Portland, OR 97239		PC	Operating Support Initiative	20,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
The John G Shedd Institute for the Arts PO Box 1497 Eugene,OR 97440		PC	Operating Support Initiative	50,000
Third Rail Repertory Theatre PO Box 96063 Portland,OR 97296		PC	Operating Support Initiative	34,000
All Classical Public Media Inc 211 SE Caruthers St Portland,OR 97214		PC	to expand operations	50,000
August Wilson Red Door Project 6344 N Curtis Avenue PORTLAND,OR 97217		PC	to provide capacity building support for the August Wilson monologue competition and Red Door Summe	15,000
CoHo Productions 2257 NW Raleigh Street Portland,OR 97210		PC	to provide capacity building support for a theatre incubator in portland	20,000
Oregon Repertory Singers 5319 SW Westgate Dr Suite 134 Portland,OR 97221		PC	to provide capacity building support for the hiring of a new Executive Director	15,000
Hollywood Theatre 4035 NE Sandy Blvd Suite 212 Portland,OR 97212		PC	to provide capacity building support on a contingent basis over three years for expansion of fundrai	20,000
Literary Arts Inc 925 SW Washington St Portland,OR 97205		PC	to provide general and capacity building support for an organization providing a range of literary p	25,000
Oregon Center for the Photographic Arts 122 NW 8th Ave Portland,OR 97209		PC	To provide General operating support for a photography gallery, which reaches both its members and t	10,000
Friends of Chamber Music 211 SE Caruthers St Suite 202 Portland,OR 97214		PC	to provide General operating support for a presenting chamber music organization	20,000
Oregon Museum of Science and Industry 1945 SE Water Ave Portland,OR 97214		PC	to provide General operating support for a science museum with a statewide reach	75,000
Open School 7621 N Wabash Ave Portland,OR 97217		PC	to provide general support for a special academy serving academic priority middle school students in	200,000
Oregon Coast Aquarium 2820 SE Ferry Slip Road Newport,OR 97365		PC	to provide general support for the Aquarium's current programs supporting students and teachers in L	50,000
High Desert Museum 59800 S HWY 97 Bend,OR 97702		PC	to provide general support for the Museum's changing exhibits	25,000
Self Enhancement Inc 3920 North Kerby Avenue Portland,OR 97227		PC	to provide three year capacity building support for the expansion of academic supports to students i	75,000
Total				10,759,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Oregon Business Council Charitable Inst 1100 SW 6th Avenue Portland,OR 97204		PC	to provide three years of support for education reform advocacy and consulting services	75,000
White Bird 5620 SW Edgemont Place Portland,OR 97239		PC	Operating Support Initiative	19,000
Youth Symphony of Southern Oregon PO Box 4291 Medford,OR 97501		PC	Operating Support Initiative	10,000
Portland State University Foundation PO Box 751 Portland,OR 97207		PC	Sustainability Initiatives	900,000
LEWIS AND CLARK COLLEGE 0615 SW PALATINE HILL ROAD PORTLAND,OR 972197899		PC	to strengthen student achievement in the natural sciences	884,320
CULTURAL DATA PROJECT 400 MARKET ST PHILADELPHIA,PA 19106		PC	Cultural Data Project - Oregon	20,000
Total			3a	10,759,762

TY 2015 Accounting Fees Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	13,625	6,813		0
REVIEW ENGAGEMENT FEES	8,400	4,200		4,200
OTHER ACCOUNTING FEES	28,326	22,661		0

TY 2015 Compensation Explanation**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Person Name	Explanation
CHARLES H PUTNEY	IN ADDITION TO SERVING AS A DIRECTOR, CHARLES H PUTNEY IS AN INVESTMENT MANAGER FOR THE FOUNDATION. HE RECEIVES NO COMPENSATION FOR HIS ROLE AS A DIRECTOR.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SOFTWARE	2010-10-15	16,964	16,964	200DB	3 0000000000000	0	0		
FURNITURE AND FXTURES	2009-03-16	35,128	22,432	200DB	7 0000000000000	8,019	0		
COMPUTERS	2007-01-31	8,954	8,954	200DB	5 0000000000000	0	0		
COMPUTER	2015-04-15	2,479		200DB	5 0000000000000	496	0		
DESK	2015-05-15	3,425		200DB	7 0000000000000	489	0		
GRANT LIFECYCLE SOFTWARE	2015-04-15	13,500		SL	3 0000000000000	3,375	0		

TY 2015 Investments Corporate Bonds Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Name of Bond	End of Year Book Value	End of Year Fair Market Value
13900 SHARES MISSOURI PACIFIC RR GENL MTG	9,730	13,610
13072 SHARES GENERAL MOTORS CORP 73375% SR NTS DUE 5/15/48	195,389	0
300000 SHARES ZIONS BANCORPORATION	295,500	303,786

TY 2015 Investments Corporate Stock Schedule

Name: JAMES F & MARION L MILLER FOUNDATION
EIN: 03-0373895

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1333 SHARES O REILLY AUTOMOTIVE INC	328,820	337,809
677 SHARES NXP SEMICONDUCTORS N V	21,810	57,037
164 SHARES NVR INC	229,226	269,452
2546 SHARES NVIDIA CORP	65,505	83,916
43100 SHARES NUCOR CORP	1,619,137	1,736,930
3125 SHARES NOVOZYMES A/S	150,654	150,388
3364 SHARES NOVO NORDISK A/S-ADR	147,383	195,381
1475 SHARES OCEANFIRST FINANCIAL CORP	25,296	29,544
2286 SHARES NORTHWESTERN CORPORATION	119,511	124,015
3809 SHARES NORFOLK SOUTHERN CORP	296,868	322,203
1101 SHARES NORDSTROM INC	77,035	54,841
910 SHARES NOBLE ENERGY INC	42,686	29,966
3085 SHARES NEWMONT MINING CORP	68,092	55,499
1883 SHARES NEWMARKET CORPORATION	566,378	716,915
2475 SHARES NESTLE SA-SPONSORED ADR	191,673	184,328
1834 SHARES NEENAH PAPER INC	111,311	114,497
6217 SHARES NORTHSTAR ASSET MGMT GROUP INC	122,204	75,474
3240 SHARES OLD DOMINION FREIGHT LINES INC	109,083	191,387
4145 SHARES ONEOK INC	148,649	102,216
2930 SHARES ORBITAL ATK INC	147,010	261,766
6179 SHARES PREMIER INC	217,578	217,933
559 SHARES PRECISION CASTPARTS CORP	116,484	129,694
690 SHARES PPG INDUSTRIES INC	48,485	68,186
15000 SHARES POTASH CORP OF SASKATCHEWAN	328,950	256,800
730 SHARES PNC FINANCIAL SVCS GROUP INC	61,481	69,576
6148 SHARES PLANTRONICS INC NEW	314,353	291,538
520 SHARES PHILLIPS 66	32,168	42,536
159601 SHARES PFIZER INC	3,023,591	5,151,920
120000 SHARES PETROLEO BRASILEIRO SA	867,750	408,000
760 SHARES PERRIGO COMPANY PLC	117,436	109,972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1257 SHARES PEPSICO INC	119,229	125,599
2598 SHARES PATTERSON COMPANIES INC	122,261	117,456
1400 SHARES PATRIOT NATIONAL INC	22,301	9,394
2939 SHARES PAR PACIFIC HOLDINGS INC	59,939	69,184
1385 SHARES PACIFIC PREMIER BANCORP INC	21,847	29,431
14880 SHARES OWENS ILLINOIS INC NEW	322,008	259,210
3505 SHARES ORITANI FINANCIAL CORP	52,351	57,833
1990 SHARES NATIONAL GENERAL HOLDINGS CORP	39,105	43,501
52 SHARES PRICELINE GROUP INC (THE)	34,734	66,297
1713 SHARES MURPHY USA INC	97,261	104,048
15820 SHARES MOSAIC COMPANY	579,539	436,474
315 SHARES LOCKHEED MARTIN CORP	64,488	68,402
10225 SHARES LIVE NATION ENTERTAINMENT INC	179,458	251,228
2685 SHARES LITTELFUSE INC	241,614	287,322
1620 SHARES LIBERTY GLOBAL PLC	70,398	69,660
2450 SHARES LAZARD LTD	120,813	110,274
1814 SHARES LANDSTAR SYSTEMS INC	123,302	106,391
840 SHARES KMG CHEMICALS INC	23,605	19,337
7942 SHARES LOWES COMPANIES INC	435,196	603,910
4816 SHARES KINDER MORGAN INC	154,648	71,855
1775 SHARES KADANT INC	84,934	72,083
12684 SHARES JPMORGAN CHASE & CO	714,457	837,525
21780 SHARES JOHNSON CONTROLS INC	988,607	860,092
2892 SHARES JOHNSON & JOHNSON	295,953	297,066
327 SHARES JAZZ PHARMACEUTICALS PLC	51,984	45,963
6520 SHARES ITC HOLDINGS CORP	208,966	255,910
100000 SHARES INTERNATIONAL PAPER CO	1,766,947	3,770,000
24090 SHARES KEYCORP NEW	255,160	317,747
3300 SHARES LVMH MOET HENNESSY LOUIS	123,947	103,887
984 SHARES M & T BANK CORP	87,787	119,241

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2310 SHARES MAIDEN HOLDINGS LTD	32,811	34,442
1851 SHARES MORNINGSTAR INC	119,346	148,839
2090 SHARES MORGAN STANLEY	71,587	66,483
405 SHARES MONSANTO CO	39,167	39,901
60803 SHARES MICROSOFT CORP	1,869,755	3,373,350
100000 SHARES MICRON TECHNOLOGY INC	2,199,290	1,416,000
5360 SHARES METHANEX CORP	282,031	176,934
91940 SHARES MERCK & CO INC	2,481,222	4,856,271
1615 SHARES MEDLEY MANAGEMENT INC	18,611	9,189
1036 SHARES MEDIVATION INC	51,300	50,080
2635 SHARES MCGRATH RENTCORP	82,358	66,376
350 SHARES MCDONALDS CORP	32,783	41,349
17164 SHARES MBIA INC	194,184	111,223
583 SHARES MAXIMUS INC	37,678	32,794
1314 SHARES MASTERCARD INCORPORATED	113,586	127,931
1613 SHARES MARTIN MARIETTA MATERIALS INC	160,573	220,304
176 SHARES MARKEL CORP HOLDING CO	118,972	155,470
1920 SHARES MANPOWERGROUP	150,739	161,837
4349 SHARES MSC INDUSTRIAL DIRECT CO INC	316,707	244,718
1908 SHARES PRICESMART INC	142,773	158,345
1140 SHARES PRIMERICA INC	58,493	53,842
397 SHARES PROVIDENCE SERVICE CORP (THE)	18,974	18,627
2676 SHARES VERITIV CORPORATION	43,110	96,925
6228 SHARES VERISK ANALYTICS INC	335,412	478,809
1398 SHARES VARIAN MEDICAL SYSTEMS INC	121,430	112,958
8250 SHARES USG CORP NEW	231,567	200,393
11100 SHARES US BANCORP DEL	461,303	473,637
10000 SHARES UNITED CONTINENTAL HLDGS INC	558,500	573,000
30000 SHARES UNILEVER N V	629,026	1,299,600
24341 SHARES VERIZON COMMUNICATIONS	1,125,928	1,125,041

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2370 SHARES UNIFIRST CORP-MASS	243,324	246,954
399 SHARES TRIUMPH BANCORP INC	6,302	6,584
6410 SHARES TRIBUNE MEDIA COMPANY	354,268	216,722
1771 SHARES TOTAL SYSTEM SERVICES INC	50,930	88,196
20000 SHARES TOTAL S A	935,399	899,000
3217 SHARES TJX COMPANIES INC NEW	202,567	228,117
915 SHARES TIME WARNER INC	74,277	59,173
48615 SHARES TIDEWATER INC	926,875	338,360
19000 SHARES UNICHARM CORP	90,885	78,242
1014 SHARES VF CORPORATION	76,069	63,121
9324 SHARES VISA INC	492,995	723,076
4060 SHARES VISTA OUTDOOR INC	92,604	180,711
4775 SHARES YANDEX N V	124,033	75,063
9055 SHARES XYLEM INC	254,539	330,507
60 SHARES WTB FINANCIAL CORP-CL A	1,160	18,060
6265 SHARES WTB FINANCIAL CORP	819,035	1,240,469
351 SHARES WHITE MOUNTAINS INSURANCE	190,246	255,110
4000 SHARES WHIRLPOOL CORP	583,367	587,480
2090 SHARES WESTERN UNION CO	37,200	37,432
21114 SHARES WELLS FARGO & CO	793,168	1,147,757
6505 SHARES WAL-MART STORES INC	418,389	398,757
3025 SHARES WAL-MART DE MEXICO S A B DE	76,939	76,191
910 SHARES THERMON GROUP HOLDINGS INC	21,294	15,397
934 SHARES THERMO FISHER SCIENTIFIC INC	119,253	132,488
34600 SHARES THE TRAVELERS COMPANIES INC	1,368,367	3,904,956
9275 SHARES TFS FINANCIAL CORP	136,800	174,648
4850 SHARES SHOPRITE HOLDINGS LTD	79,179	44,838
6350 SHARES SGS SA	157,378	121,228
3000 SHARES SENSATA TECHNOLOGIES	131,021	138,180
515 SHARES SCHLUMBERGER LTD	42,674	35,921

Name of Stock	End of Year Book Value	End of Year Fair Market Value
20000 SHARES SASOL LTD-SPONSORED ADR	629,300	536,400
20000 SHARES SANOFI	936,823	853,000
47125 SHARES ROYAL DUTCH SHELL PLC	2,346,972	2,159,354
1108 SHARES ROBERT HALF INTERNATIONAL INC	42,494	52,231
1745 SHARES RIGNET INC	61,948	36,104
1390 SHARES RENASANT CORPORATION	40,881	47,830
228 SHARES REGENERON PHARMACEUTICALS INC	78,588	123,774
1468 SHARES RED HAT INC	105,096	121,565
9350 SHARES RECKITT BENCKISER PLC	161,994	173,115
520 SHARES RAYTHEON CO	55,360	64,756
362 SHARES RALPH LAUREN CORPORATION	43,457	40,356
15370 SHARES QUESTAR CORP	349,024	299,408
21075 SHARES QUALCOMM INC	1,185,678	1,053,434
1850 SHARES SOUTHWEST AIRLINES CO	62,682	79,661
11307 SHARES INTERNATIONAL BUSINESS	1,845,877	1,556,069
1760 SHARES SPECTRUM BRANDS HOLDINGS INC	180,738	179,168
660 SHARES STANCORP FINL GROUP INC	51,101	75,161
20000 SHARES TEVA PHARMACEUTICAL	766,932	1,312,800
5450 SHARES TERADATA CORP	235,375	143,989
5661 SHARES TENET HEALTHCARE CORPORATION	143,558	171,528
7700 SHARES TENCENT HOLDINGS LIMITED	110,103	151,513
3640 SHARES TEMPUR SEALY INTERNATIONAL INC	127,447	256,474
1645 SHARES TELEPHONE & DATA SYSTEM INC	42,662	42,589
124322 SHARES TECK RESOURCES LIMITED	2,144,055	479,883
915 SHARES TE CONNECTIVITY LTD	57,223	59,118
2200 SHARES TARO PHARMACEUTICAL	326,672	340,010
10400 SHARES TAIWAN SEMICONDUCTOR MFG CO	214,594	236,600
3650 SHARES SYSMEX CORPORATION	60,775	118,789
4665 SHARES SYNOVUS FINANCIAL CORPORATION	131,995	151,053
3135 SHARES SWATCH GROUP AG (THE)	73,154	54,841

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3590 SHARES STURM RUGER & CO INC	196,242	214,000
1274 SHARES STRYKER CORP	119,280	118,406
840 SHARES STATE STREET CORP	60,896	55,742
1644 SHARES STARBUCKS CORP	82,257	98,689
1058 SHARES SPLUNK INC	64,703	62,221
121260 SHARES INTEL CORP	2,503,592	4,177,407
9775 SHARES INGRAM MICRO INC-CL A	248,906	296,964
865 SHARES BUNGE LTD	75,726	59,062
3691 SHARES BROWN & BROWN INC	119,991	118,481
12380 SHARES BROOKDALE SR LIVING INC	289,968	228,535
3123 SHARES BROADRIDGE FINANCIAL SOLUTIONS	164,398	167,799
7386 SHARES BRISTOL MYERS SQUIBB CO	380,844	508,083
74011.933 SHARES BP P L C SPONSORED ADR	3,495,723	2,313,613
1358 SHARES BLACKROCK INC	392,902	462,426
1500 SHARES BWX TECHNOLOGIES INC	31,019	47,655
687 SHARES BIOMARIN PHARMACEUTICAL INC	81,254	71,970
3040 SHARES BG GROUP PLC ADR FINAL	42,299	44,135
4581 SHARES BERKSHIRE HATHAWAY INC DEL	537,011	604,875
2351 SHARES BERKLEY W R CORPORATION	119,423	128,717
2680 SHARES BED BATH & BEYOND INC	201,413	129,310
470 SHARES BECTON DICKINSON & CO	65,978	72,422
10900 SHARES BANKUNITED INC	345,381	393,054
78050 SHARES BANK OF AMERICA CORP	1,184,425	1,313,581
156 SHARES BIOGEN INC	65,664	47,791
1595 SHARES C H ROBINSON WORLDWIDE INC	111,805	98,922
2315 SHARES CABELAS INC	104,182	108,180
762 SHARES CABLE ONE INC	324,531	330,449
5658 SHARES COCA COLA COMPANY	225,726	243,068
1785 SHARES CLEARWATER PAPER CORPORATION	111,253	81,271
40000 SHARES CITIGROUP INC	1,995,847	2,070,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
9783 SHARES CISCO SYSTEMS INC	218,553	265,657
10000 SHARES CIGNA CORPORATION	420,600	1,463,300
300 SHARES CHUBB CORP	30,800	39,792
4875 SHARES CHR HANSEN HLDG	99,885	153,172
3276 SHARES CHEVRON CORPORATION	342,907	294,709
939 SHARES CENTENE CORP DEL	65,874	61,796
836 SHARES CELGENE CORP	49,868	100,119
10000 SHARES CBS CORP	435,500	471,300
1610 SHARES CATO CORP CL A	61,889	59,280
3475 SHARES CASH AMERICA INTERNATIONAL INC	98,169	104,076
4546 SHARES CASEYS GENERAL STORES INC	346,189	547,566
9948 SHARES CARNIVAL CORP	430,328	541,967
12388 SHARES CARMAX INC	500,398	668,580
915 SHARES CANADIAN PACIFIC RAILWAY	147,943	116,754
3018 SHARES BANK NEW YORK MELLON CORP	79,636	124,402
18100 SHARES COLOPLAST AS	127,552	146,755
307 SHARES BAIDU INC	65,407	58,035
1435 SHARES AVNET INC	60,464	61,475
21290 SHARES ALLSTATE CORP	707,679	1,321,896
214 SHARES ALLIANCE DATA SYSTEM CORP	34,437	59,186
810 SHARES ALLEGHANY CORP-DEL	363,216	387,123
150000 SHARES ALCOA INC	1,657,502	1,480,500
3915 SHARES ALBANY INTERNATIONAL CORP NEW	154,048	143,093
70000 SHARES AK STEEL HOLDING CORP	418,398	156,800
2340 SHARES AIR METHODS CORP NEW	98,493	98,116
470 SHARES ALPHABET INC	209,460	359,467
780 SHARES AGCO CORP	34,869	35,404
27600 SHARES ADT CORPORATION	839,369	910,248
670 SHARES ADDUS HOMECARE CORPORATION	18,229	15,598
1625 SHARES ACE LIMITED	165,763	189,881

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30000 SHARES ABBOTT LABORATORIES	658,423	1,347,300
886 SHARES 3M COMPANY	109,949	133,467
30345 SHARES AETNA INC NEW	1,002,838	3,280,901
10807 SHARES ALTRIA GROUP INC	532,055	629,075
855 SHARES AMDOCS LIMITED	40,132	46,657
11990 SHARES AMERICAN CAPITAL LIMITED	168,636	165,342
109 SHARES AUTOZONE INC	62,198	80,868
53639 SHARES ATWOOD OCEANICS INC	891,088	548,727
1415 SHARES ATLANTIC TELE-NETWORK INC NEW	96,246	110,695
82620 SHARES AT&T INC	2,534,256	2,842,954
11375 SHARES ASSURED GUARANTY LTD	257,806	300,641
1235 SHARES ASSURANT INC	80,769	99,467
2460 SHARES ASHLAND INC	192,088	252,642
1024 SHARES ASCENT CAPITAL GROUP INC	40,806	17,121
8155 SHARES ARRIS GROUP INC NEW	251,482	249,298
2935 SHARES ARM HOLDINGS PLC	134,887	132,779
2827 SHARES ARCHROCK INC	47,684	21,259
1470 SHARES ARCHER-DANIELS-MIDLAND CO	73,092	53,920
22601 SHARES APPLE INC	1,437,626	2,378,981
6540 SHARES AMGEN INC	905,426	1,061,638
2313 SHARES AMERICAN INTERNATIONAL GROUP	118,365	143,337
1561 SHARES AMERICAN EXPRESS COMPANY	140,672	108,568
890 SHARES AMERICAN EQUITY INVESTMENT	23,376	21,387
750 SHARES BABCOCK & WILCOX ENTERPRISES	12,431	15,653
899 SHARES COMCAST CORP	33,945	50,731
7250 SHARES COMPASS GROUP PLC	123,419	125,555
34566 SHARES CONOCOPHILLIPS	1,260,748	1,613,887
3530 SHARES GENERAL DYNAMICS CORP	376,054	484,881
70000 SHARES FREEPORT MCMORAN INC	1,926,000	473,900
4960 SHARES FOREST CITY ENTERPRISES INC	114,708	108,773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150000 SHARES FORD MOTOR CO	1,728,547	2,113,500
1131 SHARES FOOT LOCKER INC	61,830	73,617
3340 SHARES FLUOR CORP NEW	195,145	157,715
50000 SHARES FIRSTENERGY CORP	1,695,449	1,586,500
163955 SHARES GENERAL ELECTRIC COMPANY	2,695,585	5,107,198
400 SHARES FIRST NATIONAL BANK ALASKA	310,965	561,200
1365 SHARES FEDEX CORP	178,285	203,371
4040 SHARES FEDERAL SIGNAL CORP	61,289	64,034
640 SHARES FARMERS CAPITAL BANK CORP	15,930	17,350
4150 SHARES FANUC CORPORATION	121,042	121,205
1056 SHARES FACEBOOK INC	55,870	110,521
20525 SHARES EXXON MOBIL CORP	998,014	1,599,924
2344 SHARES EXPRESS SCRIPTS HOLDING	170,289	204,889
1534 SHARES FEI CO	134,653	122,398
55006 SHARES GENERAL MOTORS COMPANY	1,486,154	1,870,754
5966 SHARES GILEAD SCIENCES INC	555,671	603,700
62801 SHARES GLAXOSMITHKLINE PLC	2,683,489	2,534,020
4000 SHARES INDUSTRIA DE DISENO TEXTIL	57,420	68,848
1875 SHARES ICON PLC	122,677	145,688
620 SHARES IAC / INTERACTIVECORP	38,849	37,231
31486.615 SHARES HSBC HOLDINGS PLC	1,657,845	1,242,777
2935 SHARES HP INC	44,348	34,750
630 SHARES HOWARD HUGHES CORP	80,871	71,291
30000 SHARES HONDA MOTOR CO LTD	1,017,898	957,900
4387 SHARES HILTON WORLDWIDE HOLDINGS INC	123,385	93,882
2935 SHARES HEWLETT PACKARD ENTERPRISE	49,710	44,612
13600 SHARES HERTZ GLOBAL HLDGS INC	286,865	193,528
8050 SHARES HEALTHSOUTH CORP	315,487	280,221
1375 SHARES HDFC BK LTD	81,357	84,700
2535 SHARES HASBRO INC	144,319	170,758

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1200 SHARES HARLEY DAVIDSON INC	59,894	54,468
32995 SHARES HALLIBURTON COMPANY	1,325,572	1,123,150
720 SHARES GREEN PLAINS PARTNERS LP	9,619	11,700
1664 SHARES GRACO INC	125,084	119,924
8675 SHARES EXPERIAN PLC	153,107	153,565
892 SHARES EXPEDIA INC	77,322	110,876
50000 SHARES EXELON CORPORATION	1,583,704	1,388,500
698 SHARES EOG RES INC	57,230	49,411
1255 SHARES DELTIC TIMBER CORP	82,781	73,882
13700 SHARES DEERE & CO	1,152,618	1,044,899
3510 SHARES DECKERS OUTDOOR CORPORATION	161,763	165,672
27475 SHARES DARLING INGREDIENTS INC	392,562	289,037
755 SHARES CVS HEALTH CORPORATION	77,025	73,816
1030 SHARES CULP INC	27,810	26,234
3820 SHARES CTS CORP	70,994	67,385
3010 SHARES CTRIP.COM INTL LTD	151,357	139,453
3350 SHARES CSX CORPORATION	106,184	86,933
4445 SHARES CSL LTD	146,079	170,284
8345 SHARES CROWN HOLDINGS INC	343,305	423,092
739 SHARES COSTCO WHOLESALE CORP-NEW	103,828	119,349
120000 SHARES CORNING INC	1,528,300	2,193,600
601 SHARES CORELOGIC INC	23,881	20,350
1560 SHARES CORE MARK HOLDING CO INC	85,448	127,826
1645 SHARES CORE LABORATORIES NV	277,194	178,877
332 SHARES COOPER COMPANIES INC NEW (THE)	51,958	44,554
7767 SHARES DENNYS CORPORATION	80,055	76,350
645 SHARES INNOPHOS HOLDINGS INC	33,230	18,692
3030 SHARES DESTINATION MATERNITY	34,716	26,422
4315 SHARES DIAMOND RESORTS INTERNATIONAL	130,983	110,076
1700 SHARES ENPRO INDUSTRIES INC	105,928	74,528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6150 SHARES ENERGIZER HOLDINGS INC	178,664	209,469
630 SHARES EMERSON ELECTRIC CO	37,688	30,133
75367 SHARES EMC CORP-MASS	1,954,393	1,935,425
26560 SHARES ELI LILLY & CO	1,116,238	2,237,946
1112 SHARES ELECTRONIC ARTS INC	38,575	76,417
1590 SHARES ELECTRO RENT CORP	16,589	14,628
6098 SHARES EDGEWELL PERS CARE CO	432,941	477,900
2750 SHARES ECHOSTAR CORPORATION	136,348	107,553
3938 SHARES EATON VANCE CORP-NON VTG	122,488	127,709
300 SHARES DST SYSTEMS INC-DEL	35,622	34,218
30000 SHARES DOW CHEMICAL COMPANY (THE)	911,589	1,544,400
8685 SHARES DOMTAR CORP	380,245	320,911
8710 SHARES DOLLAR TREE INC	531,308	672,586
7709 SHARES DISCOVERY COMMUNICATIONS INC	244,629	194,421
2315 SHARES DIGITALGLOBE INC	72,869	36,253
587 SHARES DIAMONDBACK ENERGY INC	47,409	39,270
1102 SHARES DIAGEO PLC-SPONSORED ADR	122,116	120,195

TY 2015 Investments - Other Schedule**Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
20510 SHARES REDWOOD TRUST INC	AT COST	327,668	270,732
5192 SHARES PLUM CREEK TIMBER CO INC	AT COST	207,499	247,762
7340 SHARES OMEGA HEALTHCARE INVESTORS INC	AT COST	168,668	256,753
13025 SHARES MFA FINANCIAL INC	AT COST	102,094	85,965
8701 SHARES IRON MOUNTAIN INCORPORATED	AT COST	278,089	235,014
5720 SHARES FIRST INDUSTRIAL REALTY TRUST	AT COST	93,751	126,584
3667 SHARES CAMPUS CREST COMMUNITIES INC	AT COST	23,084	24,936
NEW MOUNTAIN PARTNERS IV L.P.	AT COST	1,855,712	1,962,524
.267804% SHARE ABERDEEN EAFE PLUS FUND, A SERIES OF ABERDEEN INSTITUTIONAL C	AT COST	3,265,577	2,578,755

**TY 2015 Land, Etc.
Schedule****Name:** JAMES F & MARION L MILLER FOUNDATION**EIN:** 03-0373895

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
SOFTWARE	16,964	16,964	0	
FURNITURE AND FIXTURES	35,128	30,451	4,677	
COMPUTERS	8,954	8,954	0	
COMPUTER	2,479	496	1,983	
DESK	3,425	489	2,936	
GRANT LIFECYCLE SOFTWARE	13,500	3,375	10,125	

TY 2015 Legal Fees Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES RELATED TO INVESTMENT STRATEGY AND LITIGATION	21,374	21,374		0
LEGAL FEES FOR ADMINISTRATION	2,924	0		0

TY 2015 Other Assets Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	4,885	367	367

TY 2015 Other Expenses Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	1,200	0		1,200
OFFICE SUPPLIES	3,722	0		3,722
PAYROLL SERVICE	1,274	64		1,210
PROGRAM EDUCATION	16,752	0		16,752
WEBSITE FEES AND TECH SUPPORT	8,569	0		8,569
INSURANCE	10,418	2,084		8,334
POSTAGE AND DELIVERY	759	0		759
TELEPHONE	2,120	0		2,120
MISCELLANEOUS	1,123	0		1,123
LARGE ARTS INITIATIVE	6,450	0		6,450
OTHER INITIATIVES	35,702	0		35,702
STATE REGISTRATION	50	0		50

TY 2015 Other Income Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	7,990	7,990	7,990
PASS THROUGH INCOME and LOSSES	-1,666		-1,666

TY 2015 Other Professional Fees Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	498,970	498,970		0

TY 2015 Taxes Schedule

Name: JAMES F & MARION L MILLER FOUNDATION

EIN: 03-0373895

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	54,539	0		0
FOREIGN TAXES ON INVESTMENT INCOME	87,303	87,303		0