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

Name of foundation PHILIP S MILLER FOUNDATION 89953500		A Employer identification number 84-6290472	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 0634		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 532010634		B Telephone number (see instructions) (503) 464-3580	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 28,938,485		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	749,684	720,945		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-379,415			
	b Gross sales price for all assets on line 6a 20,425,453				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain			0	
	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)				
	12 Total. Add lines 1 through 11	370,269	720,945		
	13 Compensation of officers, directors, trustees, etc	237,415	213,673		23,741
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).	1,500	0	0	1,500
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	25,251	18,807		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings.		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).	5,676	5,676		
	24 Total operating and administrative expenses. Add lines 13 through 23	269,842	238,156	0	25,241
	25 Contributions, gifts, grants paid	1,550,000			1,550,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,819,842	238,156	0	1,575,241
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,449,573			
	b Net investment income (if negative, enter -0-)		482,789		
c Adjusted net income (if negative, enter -0-)				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	7,508	3,895	3,895
	2	Savings and temporary cash investments	256,602	417,525	417,525
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	16,112	0	0
	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 ▶ _____ 0			
	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)	19,935,645	17,225,054	17,296,339
	c	Investments—corporate bonds (attach schedule)	9,741,396	10,903,570	10,687,297
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	467,851	407,891	523,224
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)		10,205	10,205	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	30,425,114	28,968,140	28,938,485	
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 ▶ _____)	94,678		
	23	Total liabilities(add lines 17 through 22)	94,678	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	30,330,436	28,968,140	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances(see instructions)	30,330,436	28,968,140	
31	Total liabilities and net assets/fund balances(see instructions)	30,425,114	28,968,140		

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 30,330,436
2	Enter amount from Part I, line 27a	2 -1,449,573
3	Other increases not included in line 2 (itemize) ▶ _____	3 87,277
4	Add lines 1, 2, and 3	4 28,968,140
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 28,968,140

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)
1a See Additional Data Table				
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 See Additional Data Table			
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 See Additional Data Table			
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	-379,415
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	1,553,018	31,692,130	0 049003
2013	1,426,115	31,389,034	0 045434
2012	1,476,666	30,906,078	0 047779
2011	1,570,552	31,296,361	0 050183
2010	1,569,414	30,954,636	0 0507

2 Total of line 1, column (d).	2	0 243099
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 04862
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	30,518,496
5 Multiply line 4 by line 3.	5	1,483,809
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,828
7 Add lines 5 and 6.	7	1,488,637
8 Enter qualifying distributions from Part XII, line 4.	8	1,575,241

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,828
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	4,828
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	4,828
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	19,484
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	19,484
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	14,656
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 4,828 Refunded ▶	11	9,828

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?		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO _____			
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► <u>US BANK</u> Telephone no ► <u>(503) 464-3580</u> Located at ► <u>555 SW OAK PORTLAND OR</u> ZIP+4 ► <u>97204</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)?

5b

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?

6b

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?

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
US BANK NA PO BOX 3168 PORTLAND,OR 97208	TRUSTEE 1	237,415		

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
NONE				

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
NONE		

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	

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	30,360,440
b	Average of monthly cash balances.	1b	622,805
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	30,983,245
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	30,983,245
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	464,749
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,518,496
6	Minimum investment return. Enter 5% of line 5.	6	1,525,925

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	1,525,925
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	4,828
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,828
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,521,097
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,521,097
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	1,521,097

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	1,575,241
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,575,241
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	4,828
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,570,413

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				1,521,097
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 2013 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	50,584			
b From 2011.	40,792			
c From 2012.	0			
d From 2013.	0			
e From 2014.	0			
f Total of lines 3a through e.	91,376			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,575,241				
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.				1,521,097
e Remaining amount distributed out of corpus	54,144			
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	145,520			
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). . .	50,584			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	94,936			
10 Analysis of line 9				
a Excess from 2011. . . .	40,792			
b Excess from 2012. . . .	0			
c Excess from 2013. . . .	0			
d Excess from 2014. . . .	0			
e Excess from 2015. . . .	54,144			

Part XIV

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b Check box to indicate whether the organization

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b 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

2 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 email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	1,550,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2015)

1 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?

a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
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

b If "Yes," complete the following schedule

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

<p>Sign Here</p> <p>*****</p> <p>_____</p> <p>Signature of officer or trustee</p>	<p>2016-11-03</p> <p>_____</p> <p>Date</p>	<p>*****</p> <p>_____</p> <p>Title</p>
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May the IRS discuss this return with the preparer shown below

(see instr)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's Signature	Date 2016-11-03	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01251603
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219			Phone no (412) 355-6000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 SECURITY LITIGATION		1911-11-11	2015-02-04
90523 281 CREDIT SUISSE COMM RET ST CO			2015-02-23
63428 229 CREDIT SUISSE COMM RET ST CO			2015-02-23
1 SECURITY LITIGATION		1911-11-11	2015-04-15
58061 632 LS OPPORTUNITY		2014-06-05	2015-05-04
7494 GOOGLE INC CL C		2014-03-20	2015-05-07
3430 AIRBUS GROUP NV A D R		2014-03-20	2015-05-26
1913 ALLSTATE CORP			2015-05-26
4332 AMERICAN EAGLE OUTFITTERS			2015-05-26
631 BAYER AG A D R		2014-12-02	2015-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
14			14
529,561		600,000	-70,439
371,055		457,313	-86,258
106			106
740,286		747,834	-7,548
397		451	-54
59,064		61,877	-2,813
128,556		93,127	35,429
70,700		77,768	-7,068
90,831		92,801	-1,970

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			-70,439
			-86,258
			106
			-7,548
			-54
			-2,813
			35,429
			-7,068
			-1,970

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
440 DANAHER CORP		2013-01-15	2015-05-26
12641 DEUTSCHE BOERSE AG UNSPN A D R		2014-03-20	2015-05-26
5376 E M C CORP MASS			2015-05-26
33670 937 EATON VANCE GLOBAL MACRO FD CL I			2015-05-26
1221 HITACHI LTD ADR 10 COM		2014-03-20	2015-05-26
6356 HOLCIM LTD UNSPON A D R		2014-12-02	2015-05-26
853 KAO CORP A D R		2014-03-20	2015-05-26
520 LINCOLN NATL CORP COM		2013-07-24	2015-05-26
840 NIPPON TELEGRAPH TELE A D R		2014-03-20	2015-05-26
41957 299 NUVEEN HIGH INCOME BOND FD CL I			2015-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
37,862		26,400	11,462
98,871		99,232	-361
140,867		140,180	687
317,854		322,723	-4,869
82,318		87,936	-5,618
98,898		94,768	4,130
39,920		27,927	11,993
29,892		21,569	8,323
29,536		23,328	6,208
354,120		369,994	-15,874

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,462
			-361
			687
			-4,869
			-5,618
			4,130
			11,993
			8,323
			6,208
			-15,874

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
115740 74 NUVEEN HIGH INCOME BOND FD CL I		2014-12-05	2015-05-26
3210 PORSCHE AUTOMOBIL HLDG SE A D R		2014-03-20	2015-05-26
2344 QUALCOMM INC			2015-05-26
5169 QUANTA SVCS INC COM W/RIGHTS ATTACHED EX			2015-05-26
34285 742 ROBECO BOSTON PARTNERS L S RSRCH			2015-05-26
12444 471 ROBECO BOSTON PARTNERS L S RSRCH		2014-12-02	2015-05-26
3500 REPSOL S A SPONSORED ADR		2014-03-20	2015-05-26
657 528 ROWE T PRICE MID-CAP GROWTH FD INC		2014-12-02	2015-05-26
6063 965 ROWE T PRICE MID-CAP GROWTH FD INC			2015-05-26
11127 96 T ROWE PRICE MID CAP VALUE FD INC		2013-01-15	2015-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
976,852		1,000,000	-23,148
28,504		31,779	-3,275
161,524		154,579	6,945
148,886		165,310	-16,424
539,315		460,405	78,910
195,752		191,272	4,480
66,639		86,590	-19,951
53,733		53,529	204
495,547		378,288	117,259
335,842		277,309	58,533

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-23,148
			-3,275
			6,945
			-16,424
			78,910
			4,480
			-19,951
			204
			117,259
			58,533

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
344 709 T ROWE PRICE MID CAP VALUE FD INC		2013-10-07	2015-05-26
1942 304 T ROWE PRICE MID CAP VALUE FD INC		2014-03-20	2015-05-26
680 SPDR DOW JONES INTERNATIONAL ETF		2013-01-15	2015-05-26
1187 SCHLUMBERGER LTD			2015-05-26
2030 SEVEN I HLDGS UNSPN A D R		2014-03-20	2015-05-26
870 SKYWORKS SOLUTIONS INC		2014-03-20	2015-05-26
2570 SONY CORP A D R		2014-03-20	2015-05-26
3350 SUMITOMO MITSUI FINL GROUP A D R		2014-03-20	2015-05-26
2327 SUNCOR ENERGY INC		2014-03-20	2015-05-26
4137 TAIWAN SEMICONDUCTOR A D R			2015-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,403		10,000	403
58,619		60,134	-1,515
29,940		28,252	1,688
108,276		88,112	20,164
42,345		36,987	5,358
89,982		33,365	56,617
80,751		45,000	35,751
29,346		28,203	1,143
68,040		75,720	-7,680
99,783		71,509	28,274

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			403
			-1,515
			1,688
			20,164
			5,358
			56,617
			35,751
			1,143
			-7,680
			28,274

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1140 UNIBAIL RODAMCO SE UNSP A D R		2014-03-20	2015-05-26
184 797 VANGUARD MID-CAP INDEX-ADM		2013-05-15	2015-05-26
2930 426 VANGUARD SMALL CAP INDEX FUND			2015-05-26
480 DAIMLER AG		2014-03-20	2015-05-26
1007 BUNGE LIMITED		2013-11-14	2015-05-26
4801 WEATHERFORD INTERNATIONAL PL		2014-12-02	2015-05-26
2836 XL GROUP PLC			2015-05-26
5828 259 ABERDEEN FDS EMRGN		2015-05-26	2015-06-12
77889 016 ABERDEEN FDS EMRGN			2015-06-12
14598 54 ABERDEEN FDS EMRGN		2014-03-19	2015-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
29,400		29,139	261
29,684		22,584	7,100
171,518		134,440	37,078
46,079		43,219	2,860
91,243		82,886	8,357
68,032		64,359	3,673
107,029		89,401	17,628
79,556		82,703	-3,147
1,063,185		1,220,821	-157,636
199,270		200,000	-730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			261
			7,100
			37,078
			2,860
			8,357
			3,673
			17,628
			-3,147
			-157,636
			-730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
150000 NATIONAL BANK M T N 1 500% 6/26/15		2013-10-15	2015-06-26
1 SECURITY LITIGATION		1911-11-11	2015-06-29
95016 027 DRIEHAUS SELECT CREDIT FUND		2014-12-02	2015-07-24
7016 ISHARES BARCLAYS TIPS BOND ETF			2015-07-24
8970 ISHARES BARCLAYS TIPS BOND ETF		2015-05-26	2015-07-24
21149 555 LOOMIS SAYLES GLBL BOND INST			2015-07-24
40773 997 LOOMIS SAYLES GLBL BOND INST			2015-07-24
25661 52 TCW EMERGING MARKETS INCOME FUND		2015-05-26	2015-07-24
72946 647 TCW EMERGING MARKETS INCOME FUND			2015-07-24
200000 GE CAPITAL BANK C D 1 150% 8/24/15		2012-08-17	2015-08-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
150,000		152,184	-2,184
1,055			1,055
856,094		905,503	-49,409
786,725		842,981	-56,256
1,005,832		1,014,798	-8,966
317,878		332,009	-14,131
612,833		673,071	-60,238
200,160		206,206	-6,046
568,984		634,452	-65,468
200,000		200,000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,184
			1,055
			-49,409
			-56,256
			-8,966
			-14,131
			-60,238
			-6,046
			-65,468

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
250000 SALLIE MAE BANK C D 1 100% 8/24/15		2012-08-17	2015-08-24
500000 COOPERATIEVE MTN 2 125% 10/13/15		2012-01-18	2015-10-13
9738 SPDR DOW JONES INTERNATIONAL ETF			2015-11-02
2918 AIRBUS GROUP NV A D R		2014-12-02	2015-11-16
2685 AIRBUS GROUP NV A D R		2014-03-20	2015-11-16
4074 AMERICA MOVIL S A DE C V SPONSORED ADR REPSTG SER L SHS		2014-03-20	2015-11-16
5300 B G GROUP P L C A D R		2014-06-03	2015-11-16
704 B G GROUP P L C A D R		2014-12-02	2015-11-16
2510 BROADCOM CORP COM		2014-12-02	2015-11-16
670 CBS CORP CLASS B NON VOTING		2013-01-15	2015-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
250,000		250,000	
500,000		500,000	
404,180		403,379	801
49,226		44,033	5,193
45,295		48,437	-3,142
64,572		80,909	-16,337
78,540		109,547	-31,007
10,433		10,264	169
129,447		106,438	23,009
33,761		25,529	8,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			801
			5,193
			-3,142
			-16,337
			-31,007
			169
			23,009
			8,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
7770 CABLEVISION SYSTEMS NY GROUP CL A		2015-05-26	2015-11-16
4734 CHESAPEAKE ENERGY CORP			2015-11-16
800 DOW CHEM CO		2014-03-20	2015-11-16
2090 ELECTRONIC ARTS INC		2013-10-01	2015-11-16
270 EXPEDIA INC		2014-03-20	2015-11-16
92026 481 FEDERATED INST HI YLD BD FD		2014-03-20	2015-11-16
3853 565 FEDERATED INST HI YLD BD FD		2014-06-03	2015-11-16
1400 F5 NETWORKS INC COM			2015-11-16
1994 GEA GROUP AG SPON A D R		2014-03-20	2015-11-16
2824 GANNETT CO INC			2015-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
241,730		199,831	41,899
28,413		120,383	-91,970
40,796		39,888	908
140,536		55,528	85,008
32,864		20,236	12,628
862,288		950,634	-88,346
36,108		40,000	-3,892
145,681		157,135	-11,454
79,021		92,402	-13,381
45,927		28,482	17,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			41,899
			-91,970
			908
			85,008
			12,628
			-88,346
			-3,892
			-11,454
			-13,381
			17,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
318 J P MORGAN CHASE & CO			2015-11-16
300 J P MORGAN CHASE & CO		2013-01-15	2015-11-16
600 LOWES COMPANIES INC		2013-01-15	2015-11-16
2773 NIPPON TELEGRAPH TELE A D R		2014-03-20	2015-11-16
20139 421 NUVEEN REAL ESTATE SECS I			2015-11-16
7526 PORSCHE AUTOMOBIL HLDG SE A D R		2014-03-20	2015-11-16
1390 POST HOLDINGS INC		2013-01-15	2015-11-16
44320 653 ROBECO BOSTON PARTNERS L S RSRCH		2015-07-29	2015-11-16
10489 5679 ROBECO BOSTON PARTNERS L S RSRCH		2015-05-04	2015-11-16
36859 8601 ROBECO BOSTON PARTNERS L S RSRCH		2015-05-04	2015-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,788		10,912	9,876
19,611		13,848	5,763
42,311		21,564	20,747
106,486		77,010	29,476
465,623		427,012	38,611
30,329		74,507	-44,178
81,732		47,791	33,941
690,073		690,959	-886
163,323		163,742	-419
573,908		575,382	-1,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,876
			5,763
			20,747
			29,476
			38,611
			-44,178
			33,941
			-886
			-419
			-1,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2487 214 ROBECO BOSTON PARTNERS L S RSRCH		2014-12-02	2015-11-16
742 637 ROWE T PRICE MID-CAP GROWTH FD INC		2014-12-16	2015-11-16
718 88 ROWE T PRICE MID-CAP GROWTH FD INC		2014-12-02	2015-11-16
866 497 T ROWE PRICE MID CAP VALUE FD INC		2014-12-16	2015-11-16
2577 833 T ROWE PRICE MID CAP VALUE FD INC		2014-03-20	2015-11-16
20836 224 SALIENT MLP ENERGY INFRASTRUCTURE I		2015-02-23	2015-11-16
2170 SEVEN I HLDGS UNSPN A D R		2014-03-20	2015-11-16
3663 SONY CORP A D R			2015-11-16
880 SUNTRUST BKS INC		2013-01-15	2015-11-16
980 TEVA PHARMACEUTICALS INDS LTD ADR		2014-06-03	2015-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
38,726		38,228	498
59,530		53,566	5,964
57,625		58,524	-899
24,453		23,898	555
72,746		79,810	-7,064
177,733		271,661	-93,928
50,256		39,537	10,719
99,412		59,239	40,173
36,871		25,133	11,738
57,104		50,901	6,203

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			498
			5,964
			-899
			555
			-7,064
			-93,928
			10,719
			40,173
			11,738
			6,203

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1780 TORAY INDUSTRIES INC A D R		2014-03-20	2015-11-16
2270 VIVENDI SA UNSPON ADR		2015-05-26	2015-11-16
1171 DAIMLER AG		2014-03-20	2015-11-16
1831 ENDO INTERNATIONAL PLC			2015-11-16
837 MALLINCKRODT PLC W I		2014-12-02	2015-11-16
847 MALLINCKRODT PLC W I			2015-11-16
978 CHECK POINT SOFTWARE TECH LTD		2014-03-20	2015-11-16
6667 FOUR CORNERS PROPERTY TRUST		2015-05-26	2015-12-04
67271 42 SALIENT MLP ENERGY INFRASTRUCTURE I			2015-12-11
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
32,146		22,891	9,255
47,510		58,069	-10,559
95,119		105,437	-10,318
103,046		70,139	32,907
47,196		75,425	-28,229
47,760		49,160	-1,400
78,771		66,738	12,033
14		14	
446,682		882,131	-435,449
			177,730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,255
			-10,559
			-10,318
			32,907
			-28,229
			-1,400
			12,033
			-435,449

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>				
SHRINERS HOSPITALS FOR CHILDREN TRUST & INVESTMENT ACCTG MGR PO BOX 31356 TAMPA,FL 336313356	NONE	PC	GENERAL OPERATING	310,000
CHILDREN'S HOSPITAL FOUNDATION ATTN SHARON MCMEEL 13123 E 16TH AVENUE B045 AURORA,CO 80218	NONE	PC	GENERAL OPERATING	310,000
DOUGLAS COUNTY FAIR FOUNDATION ATTN EXECUTIVE OFFICE CASTLE ROCK,CO 801042680	NONE	PC	GENERAL OPERATING	31,000
DOUGLAS COUNTY LIBRARY ATTN KAREN GARGAN CASTLE ROCK,CO 801041911	NONE	PC	GENERAL OPERATING	155,000
DOUGLAS COUNTY 4-H COUNCIL ATTN JOSEPH J JULIAN CASTLE ROCK,CO 801042680	NONE	PC	GENERAL OPERATING	31,000
TOWN OF CASTLE ROCK ATTN EDWARD MCWILLIAMS 100 WILCOX ST CASTLE ROCK,CO 80104	NONE	GOV	GENERAL OPERATING	341,000
DOUGLAS COUNTY ATTN TREASURER PO BOX 999 CASTLE ROCK,CO 80104	NONE	GOV	GENERAL OPERATING	310,000
DOUGLAS COUNTY SCHOOL DISTRICT ATTN BONNIE BETZ CFO 701 PRAIRIE HAWK DR CASTLE ROCK,CO 80109	NONE	GOV	GENERAL OPERATING	62,000
Total ▶ 3a				1,550,000

TY 2015 Accounting Fees Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,500			1,500

TY 2015 Investments Corporate Bonds Schedule

Name: PHILIP S MILLER FOUNDATION 89953500

EIN: 84-6290472

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE 3.150 7/5/16	265,838	252,585
TOYOTA MOTOR C C 4.250 1/11/21	501,405	539,620
BNP PARIBAS 5.00 1/15/21	497,860	553,240
TOTAL CAPITAL SA 4.25 12/15/21	302,046	320,292
DRIEHAUS SELECT CREDIT FUND	863,939	824,346
LOOMIS SAYLES ABS STRAT	843,755	843,755
GE CAPITAL BK 1.15 08/24/15		
SALLIE MAE BK 1.1 8/24/15		
COOPERATIEVE CENTRALE 2.125		
TORONTO DOMINION 2.375 2016	316,257	303,147
VERIZON COMM 1.1 11/1/17	299,976	297,249
NATL BK OF CANADA 1.5 6/26/15		
INTEL CORP 1.950 10/1/16	259,243	251,560
UNITED TECH CORP 1.8 6/1/17	257,912	251,413
HSBC USA INC 1.625 1/16/18	251,010	248,763
ORACLE CORP 2.375 1/15/19	252,923	253,860
TEXAS INSTRUMENTS 1.650 8/3/19	251,118	247,473
JOHN DEERE CAP 1.7 1/15/20	246,525	243,580
NORTHN TR CORP 3.450 11/4/20	259,275	261,268
ROYAL BK OF CAN 2.875 4/19/16	157,022	150,924

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BK OF MONTREAL 1.450 4/9/18	249,631	248,720
CREDIT SUISSE COMM RET ST CO		
FEDERATED INST HI YLD BD FD	2,232,521	2,034,877
WAL MART STORES 3.625% 7/8/20	265,493	267,490
CATERPILLAR MTN 3.750% 11	522,355	520,155
CONOCOPHILLIPS CO 3.350% 11	494,085	457,260
EMERSON ELECTRIC CO 3.150% 6	406,441	396,680
UNITEDHEALTH GROUP 3.750% 7	502,480	515,440
WELLS FARGO CO MTN 3.550% 9	404,460	403,600

TY 2015 Investments Corporate Stock Schedule

Name: PHILIP S MILLER FOUNDATION 89953500
EIN: 84-6290472

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EAGLE OUTFITTERS INC		
BROADCOM CORP	89,591	120,959
DANAHER CORP	156,891	212,974
GOOGLE INC		
J P MORGAN CHASE & CO	138,041	161,179
LINCOLN NATL CORP	159,616	166,160
PROCTER & GAMBLE CO	152,134	155,564
QUALCOMM INC		
BARCLAYS PLC A D R	97,203	79,380
BUNGE LIMITED		
HSBC HOLDINGS PLC	96,175	76,335
NIPPON TELEGRAPH TELE A D R		
NOVARTIS AG A D R	79,844	84,749
ROCHE HLDG LTD SPONS ADR	135,259	136,605
SCHLUMBERGER LTD	140,914	114,599
TEVA PHARMACEUTICAL INDS LTD	149,992	177,162
VODAFONE GROUP PLC A D R	158,218	140,041
AMERICA MOVIL A D R		
B G GROUP P L C A D R		
REPSOL S A SPNS A D R		
TAIWAN SEMICONDUCTOR A D R		
WPP PLC SPONS A D R	89,818	103,840
ELECTRONIC ARTS	83,109	203,755
EXPEDIA INC	105,380	174,766
QUANTA SVCS INC		
SUNTRUST BKS INC	109,539	132,076
HITACHI LTD		
ABERDEEN FDS EMRGN MKT INSTL		
LINKEDIN CORPORTION	168,471	172,411
DEUTSCHE POST AG A D R	94,198	78,867

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEVEN & I HLDGS UNSPN ADR	59,015	74,011
SUNCOR ENERGY INC		
EATON VANCE GLOBAL MACRO FD		
ISHARES BARCLAYS TIPS BOND ETF		
NUVEEN HIGH INCOME BOND FD		
TCW EMERGING MKTS INC FD	863,939	845,822
ALLSTATE CORP		
CBS CORP CL B NON VOTING	175,012	153,455
GANNETT INC		
LOWES CO INC	86,280	156,718
MASTERCARD INC	85,774	145,261
POST HOLDINGS INC	170,206	225,637
BANCO BILBAO VIZCAYA ARGEN ADR	105,821	65,625
MITSUBISHI ESTATE LTD ADR	109,605	86,797
XL GROUP PLC		
NUVEEN REAL ESTATE SECS		
ROBECO BOSTON PARTN L S RESCH	891,161	850,484
T ROWE PRICE MID CAP GROWTH FD	446,434	453,799
T ROWE PRICE MID CAP VALUE FD	476,102	430,529
T ROWE PRICE SC STOCK	419,730	381,701
VANGUARD MID CAP INDEX SIGN	244,667	266,337
VANGUARD SMALL CAP INDEX SIGN	424,254	424,265
CAUSEWAY EMERGING MARKETS INST	2,647,394	2,202,409
LS OPPORTUNITY		
SPDR DOW JONES INTERNATIONAL E		
CHESAPEAKE ENERGY CORP		
DOW CHEM CO	157,575	159,897
EMC CORPORATION		
F5 NETWORKS INC		
HAIN CELESTIAL GROUP INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SKYWORKS SOLUTIONS INC	87,400	175,096
ACCOR SA A D R	96,218	80,814
ACTAVIS PLC		
AEGON N V NY REG SHR	102,830	66,407
AIRBUS GROUP NV A D R		
CHECK POINT SOFTWARE TECH LTD		
DAIMLER AG		
DENSO CORPORATION A D R	97,669	94,468
DEUTSCHE BOERSE AG UNSPN A D R		
GEA GROUP AG SPON A D R		
HOLCIM LTD UNSPON A D R		
JULIUS BAER GROUP LTD A D R	91,993	101,200
KAO CORP A D R		
KONINKLIJKE DSM NV ADR	93,698	72,738
KONINKLIJKE PHILIPS NVR NY A D	104,467	80,193
KONINKLIJKE ROYAL KPN NV SP AD	103,456	105,945
MALLINCKRODT PLC		
PORSCHE AUTOMOBIL HLDG SE A D		
SECOM COMPANY LIMITED A D R	89,579	110,507
SOCIETE GENERALE SPONS ADR	95,347	89,452
SONY CORP A D R		
SUMITOMO MITSUI FINL GROUP ADR	128,356	115,945
SUNTORY BEVERAGE FOOD UADR	92,286	117,111
TORAY INDUSTRIES INC A D R	54,526	79,034
UNIBAIL RODAMCO SE UNSP A D R	106,819	106,335
WEATHERFORD INTERNATIONAL PL		
WILLIAM HILL PLC UNSPON A D R	100,262	102,327
BAYER AG A D R		
ENDO INTERNATIONAL PLC		
ADIDAS AG A D R	112,672	135,828

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN PLC	79,828	199,063
ALPHABET INC CL A	109,875	174,274
ALPHABET INC CL C	125,898	207,174
ASTRAZENECA P L C SPSP A D R	124,799	130,368
ATOS ORIGIN SA UNSP ADR	89,734	97,851
BAXTER INTERNATIONAL INC	130,905	132,762
BOSTON SCIENTIFIC CORP	117,258	122,995
C H ROBINSON WORLDWIDE INC	144,446	140,165
CHINA MOBILE LIMITED A D R	81,873	79,425
CIENA CORP	127,571	111,105
CONAGRA FOODS INC	181,989	197,309
DARDEN RESTAURANTS INC	135,022	150,190
E TRADE FINANCIAL CORP	102,884	102,851
EMBRAER SA A D R	113,539	105,162
ERICSSON LM TEL SP A D R	78,010	78,418
FOUR CORNERS PROPERTY TRUST	16,013	18,990
GEMALTO NV SPON A D R	70,498	68,879
GLOBAL LOGISTIC PPTYS LTD A D	114,870	82,624
HAIN CELESTIAL GROUP INC	137,042	117,373
INFINEON TECHNOLOGIES A G A D	79,498	91,416
LIXIL GROUP CORP A D R	54,242	51,817
MARKIT LTD	64,807	68,184
NATIONAL GRID PLC SP A D R	84,485	84,839
ON SEMICONDUCTOR CORPORATION	199,867	156,898
PEARSON P L C A D R	74,379	68,884
RED HAT INC	131,912	139,949
ROYAL DUTCH SHELL PLC A D R	128,578	121,344
SEIKO EPSON A D R	79,608	78,590
SKY PLC SPN A D R	136,964	137,030
SMITH NEPHEW PLC SPON A D R	83,742	85,084

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNGENTA A G A D R	129,706	129,905
TEGNA INC	127,512	144,137
TEMPUR SEALY INTERNATIONAL INC	121,065	109,918
VIVENDI SA UNSPON ADR	58,325	48,678
AMERICAN CENTURY REAL ESTATE F	1,304,463	1,329,642
AQR MANAGED FUTURES STR I	1,158,907	1,085,477

TY 2015 Investments - Other Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STEPSTONE PEP III CAP BAL	AT COST	302,119	501,068
COAST DIVERSIFIED FUND II	AT COST	105,772	22,156

TY 2015 Other Assets Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACRRUED INCOME		10,205	10,205

TY 2015 Other Expenses Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	5,676	5,676		0

TY 2015 Other Increases Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Description	Amount
REMOVAL OF STEPSTONE PEP III GEN LIAB	87,277

TY 2015 Other Liabilities Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Description	Beginning of Year - Book Value	End of Year - Book Value
STEPSTONE PEP III GEN LIAB	94,678	

TY 2015 Taxes Schedule**Name:** PHILIP S MILLER FOUNDATION 89953500**EIN:** 84-6290472

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	18,807	18,807		0
FEDERAL ESTIMATES - PRINCIPAL	6,444	0		0