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 separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 07/01, 2015, and ending 06/30, 2016

Name of foundation		A Employer identification number
DOREEN DOWNS MILLER FOUNDATION INC		74-3116739
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
C/O EY US LLP; 77 WATER ST- 9FL		(212) 440-0800
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ [ ]
NEW YORK, NY 10005		

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] 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: [X] 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 ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,218,334.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	NONE			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,703.	2,703.		ATCH 1
	4 Dividends and interest from securities	173,337.	173,337.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	63,789.			
	b Gross sales price for all assets on line 6a 10,885,822.				
	7 Capital gain net income (from Part IV, line 2)		63,789.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	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	239,829.	239,829.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	5,600.	2,800.		2,800.
	c Other professional fees (attach schedule) [4]	19,259.	19,259.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	1,084.			1,084.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,943.	22,059.		3,884.
	25 Contributions, gifts, grants paid	46,950.			46,950.
	26 **Total expenses and disbursements** Add lines 24 and 25	72,893.	22,059.	0.	50,834.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	166,936.			
	b **Net investment income** (if negative, enter -0-)		217,770.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	273,646.	5,436,851.	5,436,851.
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) ATCH 6	5,771,673.	821,282.	1,062,002.
c	Investments - corporate bonds (attach schedule) ATCH 7	3,799,523.	4,628,534.	4,719,369.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	875,000.		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 9)	NONE	112.	112.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,719,842.	10,886,779.	11,218,334.
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	10,719,842.	10,886,779.	
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)	10,719,842.	10,886,779.	
31	**Total liabilities and net assets/fund balances** (see instructions)	10,719,842.	10,886,779.	

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	10,719,842.
2	Enter amount from Part I, line 27a	2	166,936.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1.
4	Add lines 1, 2, and 3	4	10,886,779.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,886,779.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 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)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(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)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	63,789.
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	0.

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 the 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	1,183,454.	9,775,682.	0.121061
2013	400,952.	7,249,141.	0.055310
2012	601,267.	6,123,153.	0.098196
2011	599,736.	6,139,838.	0.097679
2010	710,874.	6,571,428.	0.108176

2	**Total** of line 1, column (d)	2	0.480422
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	0.096084
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	10,804,735.
5	Multiply line 4 by line 3	5	1,038,162.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,178.
7	Add lines 5 and 6	7	1,040,340.
8	Enter qualifying distributions from Part XII, line 4	8	50,834.

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 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	1	4,355.
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	
3	Add lines 1 and 2	3	4,355.
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	4,355.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a 3,347.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 3,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	6,347.
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	1,992.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 1,992. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities*	2		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		N/A
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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		X
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ERNST & YOUNG U.S. LLP Telephone no ▶ 212-440-0800
Located at ▶ 77 WATER STREET, 9TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10005

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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)?	1b		N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		N/A
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 ▶ ______, ______, ______, ______			
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		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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** N/A

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? N/A ☐ 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** X

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** N/A

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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				0.

Total number of other employees paid over $50,000 ▶

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		NONE
Total number of others receiving over $50,000 for professional services ▶		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501(C)(3) OF THE INTERNAL REVENUE CODE. N/A	
3 N/A	
4 N/A	

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 NONE	NONE
2	
All other program-related investments See instructions 3 NONE	
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	9,303,839.
b	Average of monthly cash balances	1b	1,662,992.
c	Fair market value of all other assets (see instructions)	1c	2,443.
d	**Total** (add lines 1a, b, and c)	1d	10,969,274.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,969,274.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	164,539.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,804,735.
6	**Minimum investment return.** Enter 5% of line 5	6	540,237.

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	540,237.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,355.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,355.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	535,882.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	535,882.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	535,882.

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	50,834.
b	Program-related investments - total from Part IX-B	1b	
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	50,834.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,834.

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				535,882
2 Undistributed income if any as of the end of 2015				
a Enter amount for 2014 only			NONE	
b Total for prior years 20____ 20____ 20____		NONE		
3 Excess distributions carryover if any to 2015				
a From 2010 385,045				
b From 2011 305,470				
c From 2012 318,797				
d From 2013 66,894				
e From 2014 759,178				
f Total of lines 3a through e	1,835,384			
4 Qualifying distributions for 2015 from Part XII line 4 ▶ $ 50,834				
a Applied to 2014 but not more than line 2a				
b Applied to undistributed income of prior years (Election required see instructions)				
c Treated as distributions out of corpus (Election required see instructions)				
d Applied to 2015 distributable amount				50,834
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d) the same amount must be shown in column (a))*	485,048			485,048
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f 4c and 4e Subtract line 5	1,350,336			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount see instructions			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				NONE
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	1,350,336			
10 Analysis of line 9				
a Excess from 2011 205,467				
b Excess from 2012 318,797				
c Excess from 2013 66,894				
d Excess from 2014 759,178				
e Excess from 2015 NONE				

Form **990-PF** (2015)

Part XIV . Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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 . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "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					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

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))

DOREEN D MILLER

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

N/A

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 e-mail address of the person to whom applications should be addressed

ATCH 12

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

ANY FORMS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
ATCH 13				
Total . . . . . . ▶ **3a**				46,950.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	2,703.	
4 Dividends and interest from securities			14	173,337.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	63,789.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				239,829.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 239,829.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	N/A

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

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

Doreen Miller — MARCH 4, 2017 — TRUSTEE

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D COOK	John Cook	2/21/17		P01450182

Firm's name	ERNST & YOUNG U.S. LLP	Firm's EIN	34-6565596
Firm's address	77 WATER STREET, 9TH FL NEW YORK, NY 10005	Phone no	212-440-0800

Form 990-PF (2015)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					24,547.	
		SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,861,560.		2,020,219.					-158,659.	
		SEE REALIZED GAIN LOSS SCHEDULE I ATTACH PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
57,068.		57,545.					-477.	
		SEE REALIZED GAIN LOSS SCHEDULE II ATTAC PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,549,590.		5,353,095.					196,495.	
		JPM ACCESS MULTI-STRATEGY FUND II RIC PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
747,792.		875,000.					-127,208.	
		DIRECTV HOLDINGS LLC PROPERTY TYPE: SECURITIES				P	01/15/2016	03/21/2016
106,368.		102,174.					4,194.	
		GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLI PROPERTY TYPE: OTHER				P	01/07/2016	06/21/2016
2,538,897.		2,414,000.					124,897.	
TOTAL GAIN(LOSS)							63,789.	

DOREEN DOWNS MILLER FOUNDATION, INC. **74-3116739**

SUPPLEMENTARY STATEMENTS

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CREDIT BALANCE	2,703.	2,703.	
TOTAL	2,703.	2,703.	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS	158,568.	158,568.	
INTEREST ON BONDS	7,697.	7,697.	
STCG DIVIDEND	7,072.	7,072.	
TOTAL	173,337.	173,337.	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	5,600.	2,800.		2,800.
TOTALS	5,600.	2,800.		2,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES	19,259.	19,259.		
TOTALS	19,259.	19,259.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NYS FILING FEE	750.			750.
PUBLICATION FEE	145.			145.
CT CORPORATION FEE	189.			189.
TOTALS	1,084.			1,084.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JP MORGAN ACCT.	4,047,673.	NONE	NONE
GOLDMAN SACHS ACCT.	1,724,000.	NONE	NONE
SEE LONG POSITION III ATTACHED	NONE	821,282.	1,062,002.
TOTALS	5,771,673.	821,282.	1,062,002.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JP MORGAN ACCT.	2,126,704.	**NONE**	**NONE**
SEE LONG POSITION I ATTACHED	**NONE**	2,634,975.	2,703,506.
SEE LONG POSITION II ATTACHED	1,672,819.	1,412,470.	1,416,611.
SEE LONG POSITION III ATTACHED	**NONE**	581,089.	599,252.
TOTALS	3,799,523.	4,628,534.	4,719,369.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JP MORGAN ACCT.		875,000.	**NONE**	**NONE**
	TOTALS	875,000.	**NONE**	**NONE**

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PURCHASE ACCRUED INTEREST	NONE	112.	112.
TOTALS	NONE	112.	112.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DOREEN D MILLER C/O EY US LLP; 77 WATER ST- 9FL NEW YORK, NY 10005	DIRECTOR, PRESIDENT, TREASURER	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DOREEN D MILLER
C/O EY US LLP; 77 WATER STREET, 9FL
NEW YORK, NY 10005

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT ATTACHED		SEE SCHEDULE ATTACHED	46,950.
		TOTAL CONTRIBUTIONS PAID	46,950

DOREEN DOWNS MILLER FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2016
EIN 74-3116739

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
7/14/2015	NEW YORK PUBLIC RADIO NEW YORK, NY	2,500 00
7/6/2015	FRIENDS OF THE HIGH LINE, INC NEW YORK, NY	150 00
8/4/2015	GARRISON INSTITUTE GARRISON, NY	20,000 00
8/13/2015	HUMANE SOCEITY OF THE UNITED STATES WASHINGTON, DC	1,000 00
8/18/2015	NATIONAL WILDLIFE FEDERATION RESTON, VA	250 00
8/17/2015	NATIONAL AUDUBON SOCIETY, INC WASHINGTON, DC	1,000 00
9/25/2015	NEW YORK PUBLIC RADIO NEW YORK, NY	10,000 00
1/3/2016	UOAA KENNEBUNK, ME	2,500 00
1/3/2016	FRIENDS ACADEMY LOCUST VALLEY, NY	1,500 00
1/3/2016	GRAMERCY PARK BLOCK ASSOCIATION NEW YORK, NY	1,000 00
1/3/2016	ASSOCIATION OF WALDORF SCHOOLS OF NORTH AMERICA YPSILANTI, MI	1,000 00
1/3/2016	NY ZERO TO THREE NETWORK NEW YORK, NY	2,000 00
1/7/2016	INTERNATIONAL ASSOCIATION FOR NEAR DEATH STUDIES INC DURHAM, NC	750 00
6/6/2016	PLANTING FIELDS FOUNDATION OYSTER BAY, NY	300 00
6/20/2016	ADELPHI UNIVERSITY GARDEN CITY, NY	3,000 00
	TOTAL CONTRIBUTIONS PAID *	$ 46,950.00

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE*

DOREEN DOWNS MILLER FOUNDATION, INC.
REALIZED GAIN/LOSS REPORT I
FYE 6/30/2016

Description	Quantity	Acquired Date	Sale Date	Proceeds (USD)	Cost Basis USD	Gain/Loss (USD)	Gain Type
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES	407 713	15-Dec-15	20-Jun-16	5,031 18	5,071 95	-40 77	Short-Term
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES	568 516	15-Dec-15	20-Jun-16	7,015 49	7,072 34	-56 85	Short-Term
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES	2,299 31	30-Dec-15	20-Jun-16	28,373 49	28,672 39	-298 9	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	217 968	31-Aug-15	20-Jun-16	1,355 76	1,418 97	-63 21	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	224 838	30-Sep-15	20-Jun-16	1,398 49	1,411 98	-13 49	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	220 011	30-Oct-15	20-Jun-16	1,368 47	1,412 47	-44	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	230 218	30-Nov-15	20-Jun-16	1,431 96	1,438 86	-6 9	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	236 845	29-Jan-16	20-Jun-16	1,473 18	1,402 12	71 06	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	214 382	31-Mar-16	20-Jun-16	1,333.46	1,294 87	38 59	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	236 595	31-Dec-15	20-Jun-16	1,471 62	1,431 40	40 22	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	232 704	29-Feb-16	20-Jun-16	1,447 42	1,365 97	81 45	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	222 391	29-Apr-16	20-Jun-16	1,383 27	1,381 05	2 22	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	221 923	31-May-16	20-Jun-16	1,380 36	1,375 92	4 44	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	206 754	30-Jun-15	20-Jun-16	1,286 01	1,385 25	-99 24	Short-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	211.919	31-Jul-15	20-Jun-16	1,318 14	1,409 26	-91 12	Short-Term
TOTAL SHORT-TERM GAINS (LOSSES)				**57,068.30**	**57,544.80**	**-476.50**	
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES	3,289 47	22-May-15	20-Jun-16	40,592 11	45,000 00	-4,407 89	Long-Term
GS TAX-ADVANTAGED GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES	125,767 79	7-Apr-15	20-Jun-16	1,551,974 53	1,679,000 00	-127,025 47	Long-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	40,729 93	7-Apr-15	20-Jun-16	253,340 14	279,000 00	-25,659 86	Long-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	2,192 98	22-May-15	20-Jun-16	13,640 35	15,000 00	-1,359 65	Long-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	132 194	30-Apr-15	20-Jun-16	822 25	908 17	-85 92	Long-Term
GS HIGH YIELD FUND INSTITUTIONAL SHARES	191 406	29-May-15	20-Jun-16	1,190 54	1,311 13	-120 59	Long-Term
TOTAL LONG-TERM GAINS (LOSSES)				**1,861,559.92**	**2,020,219.30**	**-158,659.38**	
TOTAL GAINS (LOSSES)				**1,918,628.22**	**2,077,764.10**	**-159,135.88**	

DOREEN DOWNS MILLER FOUNDATION, INC.
REALIZED GAIN/LOSS REPORT II
FYE 6/30/2016

Description	Quantity	Acquired Date	Sale Date	Proceeds (USD)	Cost Basis USD	Gain/Loss (USD)	Gain Type
ARTISAN INTL VALUE FD-ADV	-7,669 74	9/13/2012	12/1/2015	250,723 83	225,000 00	25,723 83	Long-Term
ARTISAN INTL VALUE FD-ADV	-3,910 60	10/16/2012	12/1/2015	127,837 55	114,839 05	12,998 50	Long-Term
BLACKROCK HIGH YIELD PT-BLAC	-25,000 00	9/13/2012	12/1/2015	186,000 00	200,000 00	-14,000 00	Long-Term
BLACKROCK HIGH YIELD PT-BLAC	-13,123 60	11/15/2012	12/1/2015	97,639 57	103,545 19	-5,905 62	Long-Term
BLACKROCK HIGH YIELD PT-BLAC	-6,642 51	10/28/2013	12/1/2015	49,420 29	55,000 00	-5,579 71	Long-Term
BLACKROCK HIGH YIELD PT-BLAC	-12,014 56	11/12/2014	12/1/2015	89,388 35	99,000 00	-9,611 65	Long-Term
DODGE & COX INCOME FD	-36,023 06	11/12/2014	12/1/2015	487,752 16	500,000.00	-12,247 84	Long-Term
DODGE & COX INTL STOCK FD	-8,570 91	7/11/2014	8/24/2015	323,208 83	395,290 13	-72,081 30	Long-Term
JPM EQ INC FD - SEL FUND 3128	-7,055 50	9/13/2012	12/1/2015	99,764 81	75,000 00	24,764 81	Long-Term
JPM EQ INC FD - SEL FUND 3128	-3,618 12	10/16/2012	12/1/2015	51,160 17	38,279 68	12,880.49	Long-Term
JPM EQ INC FD - SEL FUND 3128	-4,412 47	11/15/2012	12/1/2015	62,392 26	44,036 40	18,355 86	Long-Term
JPM EQ INC FD - SEL FUND 3128	-18,500 05	8/13/2013	12/1/2015	261,590 68	229,400 60	32,190 08	Long-Term
JPM EQ INC FD - SEL FUND 3128	-7,450 98	10/28/2013	12/1/2015	105,356 86	95,000.00	10,356 86	Long-Term
MATTHEWS ASIA DIVIDEND-INST	-11,255 83	8/13/2013	12/1/2015	178,630 03	177,526 77	1,103.26	Long-Term
MATTHEWS ASIA DIVIDEND-INST	-2,490 66	10/28/2013	12/1/2015	39,526.77	39,830 60	-303 83	Long-Term
MATTHEWS PACIFIC TIGER-INST	-5,494 51	9/13/2012	12/1/2015	145,714 27	125,000.00	20,714.27	Long-Term
MATTHEWS PACIFIC TIGER-INST	-2,676 15	10/16/2012	12/1/2015	70,971 55	63,799.47	7,172 08	Long-Term
MATTHEWS PACIFIC TIGER-INST	-2,588 91	11/15/2012	12/1/2015	68,657 89	60,502 82	8,155 07	Long-Term
MATTHEWS PACIFIC TIGER-INST	-1,558 85	10/28/2013	12/1/2015	41,340 60	40,000 00	1,340 60	Long-Term
METROPOLITAN WEST FDS TOTAL RET CL I	-45,998 16	11/12/2014	12/1/2015	497,700 09	500,000 00	-2,299.91	Long-Term
NEUBERGER BER MU/C OPP-INS	-22,381 38	9/13/2012	12/1/2015	361,906 90	250,000 00	111,906 90	Long-Term
NEUBERGER BER MU/C OPP-INS	-11,474 73	10/16/2012	12/1/2015	185,546 30	127,598 94	57,947 36	Long-Term
NEUBERGER BER MU/C OPP-INS	-13,608 01	11/15/2012	12/1/2015	220,041.57	143,700 62	76,340 95	Long-Term
OAKMARK INTERNATIONAL-I	-11,787 14	8/13/2013	8/24/2015	260,260 14	297,153 91	-36,893 77	Long-Term
OAKMARK INTERNATIONAL-I	-13,011 15	10/28/2013	8/24/2015	287,286 24	350,000 00	-62,713 76	Long-Term
RIDGEWORTH SEIX FLOATING-IS	-22,396 42	9/13/2012	12/1/2015	188,353.86	200,000 00	-11,646 14	Long-Term
RIDGEWORTH SEIX FLOATING-IS	-11,405 49	10/16/2012	12/1/2015	95,920 20	102,079 16	-6,158 96	Long-Term
RIDGEWORTH SEIX FLOATING-IS	-7,190 27	10/28/2013	12/1/2015	60,470 13	65,000 00	-4,529 87	Long-Term
SIT DIVIDEND GROWTH FD-I	-4,077 85	9/13/2012	12/1/2015	71,525 56	61,208 59	10,316 97	Long-Term
SIT DIVIDEND GROWTH FD-I	-8,535 05	10/16/2012	12/1/2015	149,704 71	127,598 94	22,105 77	Long-Term
SIT DIVIDEND GROWTH FD-I	-10,291 48	11/15/2012	12/1/2015	180,512 49	145,624.39	34,888 10	Long-Term
TEMPLETON GLOBAL BOND-ADV	-11,286 68	9/13/2012	8/24/2015	126,072 24	150,000 00	-23,927 76	Long-Term
TEMPLETON GLOBAL BOND-ADV	-7,595 18	10/16/2012	8/24/2015	84,838 12	102,079 16	-17,241 04	Long-Term
TEMPLETON GLOBAL BOND-ADV	-3,793 63	10/28/2013	8/24/2015	42,374.81	50,000 00	-7,625 19	Long-Term
TOTAL LONG-TERM GAINS (LOSSES)				**5,549,589.83**	**5,353,094.42**	**196,495.41**	

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
AUTOZONE, INC 1 3% 01/13/2017 USD SR LIEN S&P BBB /Moody's Baa1	75,000 00	100 2230	75,167 25 452 29	100 0171 100 03	75,012 85 75,023 25	154 40 144 00	1 2678	975 00
KINDER MORGAN ENERGY PARTNERS, L P 6 0% 02/01/2017 SR LIEN S&P BBB- /Moody's Baa3	50,000 00	102 3240	51,162 00 1,241 67	101 1535 102 00	50,576 75 51,000 00	585 25 162 00	3 9929	3,000 00
TORONTO-DOMINION BANK MTN 1 95% 01/22/2019 SR LIEN S&P AA- /Moody's Aa1	100,000 00	101 5140	101,514 00 855 83	99 9130	99,913 00	1,601 00	1 9800	1,950 00
AMERICAN TOWER CORPORATION 3 4% 02/15/2019 USD SR LIEN S&P BBB- /Moody's Baa3	50,000 00	104 1330	52,066 50 637 50	101 9919 102 31	50,995 96 51,157 00	1,070 54 909 50	2 6102	1,700 00
DR PEPPER SNAPPLE GRP INC 2 0% 01/15/2020 USD SR LIEN S&P BBB+ /Moody's Baa1	75,000 00	100 3940	75,295 50 687 50	98 3689 98 18	73,776 69 73,632 00	1,518 81 1,663 50	2 4840	1,500 00
ROYAL BANK OF CANADA 2 1% 10/14/2020 USD SR LIEN Moody's Aaa	100,000 00	101 8280	101,828 00 443 33	99 8700	99,870 00	1,958 00	2 1289	2,100 00
U S BANCORP MTN 2 35% 01/29/2021 SR LIEN Next Call Dt 12 29 20 S&P A+ /Moody's A1	100,000 00	103 2250	103,225 00 985 69	99 9860	99,986 00	3,239 00	2 3530	2,350 00
STARBUCKS CORPORATION 2 1% 02/04/2021 SR LIEN Next Call Dt 01 04 21 S&P A- /Moody's A2	50,000 00	102 7820	51,391 00 425 83	99 9430	49,971 50	1,419 50	2 1121	1,050 00
GENERAL ELECTRIC CAPITAL CORP MTN 5 3% 02/11/2021 USD SUB LIEN S&P AA /Moody's A2	75,000 00	116 0190	87,014 25 1,534 79	112 3971 113 46	84,297 82 85,095 00	2,716 43 1,919 25	2 4430	3,975 00
SANOFI-AVENTIS 4 0% 03/29/2021 USD SR LIEN S&P AA /Moody's A1	75,000 00	110 6720	83,004 00 758 33	107 5148 108 11	80,636 11 81,085 50	2,367 89 1,918 50	2 3189	3,000 00

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
THE TJX COMPANIES, INC 2 75% 06/15/2021 USD SR LIEN Next Call Dt 04 15 21 S&P A+ /Moody's A2	100,000 00	105 6080	105,608 00 114 58	102 0610 102 23	102,061 00 102,232 00	3,547 00 3,376 00	2 3078	2,750 00
CVS HEALTH CORPORATION 3 5% 07/20/2022 USD SR LIEN Next Call Dt 05 20 22 S&P BBB+ /Moody's Baa1	100,000 00	107 6690	107,669 00 1,555 56	102 7310 102 91	102,731 02 102,906 00	4,937 98 4,763 00	3 0033	3,500 00
THE CLOROX COMPANY 3 05% 09/15/2022 USD SR LIEN Next Call Dt 06 15 22 S&P BBB+ /Moody's Baa1	50,000 00	104 4990	52,249 50 444 79	101 3416 101 42	50,670 81 50,708 50	1,578 69 1,541 00	2 8130	1,525 00
INTERPUBLIC GROUP OF COS 3 75% 02/15/2023 USD SR LIEN S&P BBB- /Moody's Baa2	75,000 00	104 1070	78,080 25 1,054 69	97 0495 96 89	72,787 12 72,668 25	5,293 13 5,412 00	4 2659	2,812 50
APPLE INC 2 4% 05/03/2023 USD SR LIEN S&P AA+ /Moody's Aa1	75,000 00	101 8350	76,376 25 285 00	97 6049 97 47	73,203 70 73,104 00	3,172 55 3,272 25	2 7869	1,800 00
VERIZON COMMUNICATIONS INC 5 15% 09/15/2023 USD SR LIEN S&P BBB+ /Moody's Baa1	75,000 00	116 4630	87,347 25 1,126 56	110 0565 110 59	82,542 40 82,941 75	4,804 85 4,405 50	3 5561	3,862 50
AT&T INC 4 45% 04/01/2024 USD SER WI SR LIEN Next Call Dt 01 01 24 S&P BBB+ /Moody's Baa1	100,000 00	109 8610	109,861 00 1,100 14	106 2007 106 27	106,200 69 106,268 00	3,660 31 3,593 00		4,450 00
CITIGROUP INC 3 875% 03/26/2025 USD SUB LIEN S&P BBB /Moody's Baa3	100,000 00	101 0110	101,011 00 1,011 81	96 4018 96 26	96,401 75 96,256 00	4,609 25 4,755 00	4 3750	3,875 00
THE PROCTER & GAMBLE COMPANY 2.7% 02/02/2026 SR LIEN S&P AA- /Moody's Aa3	75,000 00	105 8180	79,363 50 832 50	99 6350	74,726 25	4,637 25	2 7420	2,025 00
TYCO ELECTRONICS GROUP S 3 7% 02/15/2026 SR LIEN Next Call Dt 11 15 25 S&P A- /Moody's Baa1	75,000 00	105 4130	79,059 75 1,171 67	99 7570	74,817 75	4,242 00	3 7290	2,775 00
THE HOME DEPOT, INC 3 0% 04/01/2026 SR LIEN Next Call Dt 01 01 26 S&P A /Moody's A2	100,000 00	106 2770	106,277 00 1,150 00	99 3560	99,356 00	6,921 00		3,000 00
FEDERAL HOME LOAN BANK SYSTEM 0 75% 12/08/2017 SER NR-9017 SR LIEN S&P AA+ /Moody's Aaa	175,000 00	100 1500	175,262 50 80 21	99 8660	174,765 50	497.00	0.8232	1,312 50
U S TREASURY NOTE 0.875000% 10/15/2018 AO ON THE RUN Moody's Aaa	175,000 00	100 5350	175,936 25 318 84	100 0979 100 11	175,171 34 175,198 28	764 91 737 97	0 8318	1,531 25
U S TREASURY NOTE 1 500000% 12/31/2018 JD ON THE RUN Moody's Aaa	50,000 00	102 0630	51,031.50	101 0105 101 18	50,505 27 50,589 85	526 23 441 65	1 0892	750 00
FEDERAL HOME LOAN BANK SYSTEM 1 875% 03/08/2019 SR LIEN S&P AA+ /Moody's Aaa	125,000 00	102 7700	128,462 50 729 17	101 7872 102 07	127,233 97 127,592 50	1,228 53 870 00	1 1978	2,343 75

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
U.S TREASURY NOTE 1 250000% 04/30/2019 AO ON THE RUN Moody's Aaa	150,000 00	101 5740	152,361 00 313 36	100 7962 100 91	151,194 25 151,359 45	1,166 75 1,001 55	0 9645	1,875 00
FEDERAL HOME LOAN BANK SYSTEM 1 75% 06/12/2020 SER 5I-2020 SR LIEN S&P AA+ /Moody's Aaa	150,000 00	102 6610	153,991 50 131 25	101 7004 101 85	152,550 54 152,781 00	1,440 96 1,210 50	1 3070	2,625 00
KFW 1 625% 03/15/2021 SR LIEN S&P AAA /Moody's Aaa	100,000 00	101 8910	101,891 00 568 75	99 9710	99,971 00	1,920 00	1 6309	1,625 00
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			**2,703,506.25** 20,011 64		**2,631,927.04** **2,634,975.33**	71,579 21 68,530 92	2 1453	66,319 87

	Market Value	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO [redacted]	**2,703,506.25**	**2,631,927.04** **2,634,975.33**	**71,579.21** **68,530.92**	**66,319.87**

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Statement Detail

DOREEN D MILLER FDN - SEGREGATED - INV

Holdings

Period Ended June 30, 2016

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	132,023 398	10 7300	1,416,611 06	10 6986	1,412,469 72	4,141 34 49,111 06		38,682 86

	Market Value	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,416,611.06**	**1,412,469.72**	**4,141.34**	**38,682 86**

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DOREEN D. MILLER FOUNDATION - INVESTMENT
Holdings

Period Ended June 30, 2016

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	96,342 792	6 2200	599,252 17	6 0315	581,089 38	18,162 79 34,252 17		42,679 86

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	1,780 00	209 4750	372,865 50	183 5548	326,727 48	46,138 02	2 0876	7,783 99
S&P MIDCAP 400 INDEX FUND (ISHARES)								
ISHARES CORE S&P MID-CAP ETF (IJH)	4,613 00	149 3900	689,136 07	107 2090	494,554 95	194,581 12	1 5758	10,859 59
TOTAL US EQUITY			**1,062,001.57**		**821,282.43**	**240,719.14**	**1.7555**	**18,643.58**

	Market Value	Adjusted Cost / ⁵ Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,661,253.74**	**1,402,371.81**	**258,881.93**	**61,323.44**