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OMB No 1545-0052

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
The David B Miller Family Foundation

A Employer identification number
20-8103224

Number and street (or P O box number if mail is not delivered to street address) 3811 Turtle Creek Blvd | Room/suite

B Telephone number (see instructions)
(214) 599-0800

City or town, state or province, country, and ZIP or foreign postal code
Dallas, TX 75219

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 7,495,862

J Accounting method ☑ 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	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	18,759,540			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,763	1,763	1,763	
	4	Dividends and interest from securities	39	39	39	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	784,777			
	b	Gross sales price for all assets on line 6a 3,802,268				
	7	Capital gain net income (from Part IV, line 2)		784,776		
	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)	45,955			
	12	**Total.** Add lines 1 through 11	19,592,074	786,578	1,802	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	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)	120			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	120	0		0
	25	Contributions, gifts, grants paid	12,560,968			12,560,968
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,561,088	0		12,560,968
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,030,986			
	b	**Net investment income** (if negative, enter -0-)		786,578		
	c	**Adjusted net income**(if negative, enter -0-)			1,802	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,178,160	7,453,100	7,453,100
	2	Savings and temporary cash investments			
	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)	42,238	42,762	42,762
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,220,398	7,495,862	7,495,862
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	
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	1,220,398	7,495,862	
	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)	1,220,398	7,495,862	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,220,398	7,495,862	

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	1,220,398
2	Enter amount from Part I, line 27a	2	7,030,986
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,251,384
5	Decreases not included in line 2 (itemize) ▶	5	755,522
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,495,862

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 Additional Data Table			
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	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

	(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	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	784,776
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))
2015	5,417,127	3,982,954	1 360078
2014	6,428,252	1,376,394	4 670357
2013	5,139,601	895,712	5 738006
2012	4,346,897	1,016,767	4 275214
2011	3,267,680	218,873	14 929571

2	**Total** of line 1, column (d)	2	30 973226
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	6 194645
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,589,870
5	Multiply line 4 by line 3	5	22,237,970
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,866
7	Add lines 5 and 6	7	22,245,836
8	Enter qualifying distributions from Part XII, line 4	8	12,560,968

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	15,732
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	15,732
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	15,732
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 22		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	22
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	15,710
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 0 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		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? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DAVID B MILLER Telephone no ▶(214) 599-0800

Located at ▶3811 Turtle Creek Blvd Suite 2100 Dallas TX ZIP+4 ▶75219

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 2016, 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		No
	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 ▶			

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

			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		
	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 2016?.	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No
If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
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		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?. ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	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 2016?	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	**(e)** Expense account, other allowances
DAVID B MILLER 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	President 1 00	0	0	0
CAROLYN LACY MILLER 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	Vice President 1 00	0	0	0
KYLE DAVID MILLER 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	V P /Treasurer 1 00	0	0	0
MEREDITH MILLER BEBEE 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	V P /Secretary 1 00	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, 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	0
b	Average of monthly cash balances	1b	3,644,538
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,644,538
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	3,644,538
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,668
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,589,870
6	**Minimum investment return.** Enter 5% of line 5	6	179,494

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	179,494
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,732		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,732
3	Distributable amount before adjustments Subtract line 2c from line 1			3	163,762
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	163,762
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	163,762

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	12,560,968
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	12,560,968
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,560,968

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				163,762
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 3,262,922				
b From 2012. 4,303,487				
c From 2013. 5,118,299				
d From 2014. 6,404,435				
e From 2015. 5,218,023				
f **Total** of lines 3a through e.	24,307,166			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 12,560,968				
a Applied to 2015, 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 2016 distributable amount.				163,762
e Remaining amount distributed out of corpus	12,397,206			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,704,372			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	3,262,922			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	33,441,450			
10 Analysis of line 9				
a Excess from 2012. . . . 4,303,487				
b Excess from 2013. . . . 5,118,299				
c Excess from 2014. . . . 6,404,435				
d Excess from 2015. . . . 5,218,023				
e Excess from 2016. . . . 12,397,206				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			**(e)** Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 organization 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))

DAVID B 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

NONE

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 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* See Additional Data Table				
Total . . . . ▶ **3a**				12,560,968
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,763	
4 Dividends and interest from securities. . . .			14	39	
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	784,777	
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). .				786,579	

13 Total. Add line 12, columns (b), (d), and (e). **13** 786,579

(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)

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)**		**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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2017-05-05	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
JAY F REA				
Firm's name ▶ Jay F Rea CPA				Firm's EIN ▶
Firm's address ▶ One Sugar Creek Center Boulevard Su Sugar Land, TX 77478				Phone no (281) 565-9200

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

(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)
16,958 2190 sh Homestead Small Company Stk Fd	D	2015-06-30	2016-07-12
5,772 625 sh Brown Capital Mgmt Sm Co Fd	D	2015-06-30	2016-07-12
13,545 sh Independent Bank Group	D	2015-06-30	2016-07-12
50,000 sh Primecap Odyseey Growth	D	2015-06-30	2016-09-22
420 sh Blackstone Group LP	D	2015-06-30	2016-09-22
8,686 756 sh Longleaf Partners Sm Cap Fd	D	2015-06-30	2016-09-22
34,834 sh Hallmark Financial Services	D	2015-06-30	2016-11-28

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)
646,602	0	603,110	43,492
438,012	0	397,389	40,623
596,154	0	150,000	446,154
1,465,985	0	1,338,013	127,972
10,911	0	9,656	1,255
272,315	0	249,823	22,492
372,289	0	269,501	102,788

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	
0	0	0	43,492
0	0	0	40,623
0	0	0	446,154
0	0	0	127,972
0	0	0	1,255
0	0	0	22,492
0	0	0	102,788

Form 990PF Part XV Line 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*				
All Stars Project 543 West 42nd Street New York, NY 10036		PublicCharity	Further the activities ofUnrestricted use andAll Stars Project	25,000
American Cancer Society 3838 Oak Lawn Ave Suite 700 Dallas, TX 75219		PublicCharity	Further the activities ofUnrestricted use andAmerican Cancer Society	30,000
American Red Cross 2025 E Street NW Washington, DC 20006		PublicCharity	Further the activities ofAmerican Red Cross	10,000
Anti-Defamation League 605 Third Avenue New York, NY 10158		PublicCharity	Further the activities ofUnrestricted use andAnti-Defamation League	9,400
Baylor Health Care System Foundation 3600 Gaston Avenue Suite 100 Dallas, TX 75246		PublicCharity	Further the activities ofUnrestricted use andBaylor Health Care System Foundation	233,640
Behind Every Door 14860 Montfort Drive Suite 140 Dallas, TX 75254		PublicCharity	Further the activities ofUnrestricted use andBehind Every Door	10,000
Boy Scouts of America 8605 Harry Hines Blvd Dallas, TX 75235		PublicCharity	Further the activities ofUnrestricted use andBoy Scouts of America	10,000
Boys & Girls Clubs of America 1275 Peachtree St NE Atlanta, GA 30309		PublicCharity	Further the activities ofUnrestricted use andBoys & Girls Clubs of America	25,000
CAC Soonerthon 900 Asp Ave RM 181 Norman, OK 73019		PublicCharity	Further the activities ofUnrestricted use andCAC Soonerthon	1,000
Cafe Momentum 1510 Pacific St Dallas, TX 75201		PublicCharity	Further the activities ofUnrestricted use andCafe Momentum	50,000
CareCenter Ministries PO Box 171059 Dallas, TX 75217		PublicCharity	Further the activities ofUnrestricted use andCareCenter Ministries	10,000
Center for the Arts Crested Butte 606 6th Street Crested Butte, CO 81224		PublicCharity	Further the activities ofUnrestricted use andCenter for the Arts Crested Butte	55,000
Champions of Hope PO Box 150421 Dallas, TX 75315		PublicCharity	Further the activities ofUnrestricted use andChampions of Hope	5,000
Chi Alpha at UVA PO Box 5769 Charlottesville, VA 22905		PublicCharity	Further the activities ofUnrestricted use andChi Alpha at UVA	15,000
Children's Medical Center 2777 Stemmons Freeway Suite 700 Dallas, TX 75207		PublicCharity	Further the activities ofUnrestricted use andChildren's Medical Center	300,000
Total . . . . ▶ **3a**				12,560,968

Form 990PF Part XV Line 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*				
Community Foundation of the Gunnison Valley PO Box 7057 Gunnison, CO 81230		PublicCharity	Further the activities ofUnrestricted use andCommunity Foundation of the Gunnison Valley	10,000
Crossroads Community Services 1822 Young Street Dallas, TX 75201		PublicCharity	Further the activities ofUnrestricted use andCrossroads Community Services	75,000
Crystal Charity Ball 3838 Oak Lawn Avenue Suite L150 Dallas, TX 75219		PublicCharity	Further the activities ofUnrestricted use andCrystal Charity Ball	101,525
Doctors Without Borders 333 7th Avenue New York, NY 10001		PublicCharity	Further the activities ofUnrestricted use andDoctors Without Borders	10,000
Edenton Street United Methodist Church 228 West Edenton Street Raleigh, NC 27603		PublicCharity	Further the activities ofUnrestricted use andEdenton Street United Methodist Church	7,500
Elizabeth Toon Charities 8343 Douglas Ave Suite 100 Dallas, TX 75225		PublicCharity	Further the activities ofUnrestricted use andElizabeth Toon Charities	2,500
Family Homestead 999 Decatur Street Denver, CO 80204		PublicCharity	Further the activities ofUnrestricted use andFamily Homestead	10,000
Feinstein Institute for Medical Research 2000 Marcus Avenue New Hyde Park, NY 11042		PublicCharity	Further the activities ofUnrestricted use andFeinstein Institute for Medical Research	6,250
First Methodist Church of Mabank 501 South Third St Mabank, TX 75147		PublicCharity	Further the activities ofUnrestricted use andFirst Methodist Church of Mabank	25,000
First United Methodist Church Dallas 1928 Ross Avenue Dallas, TX 75201		PublicCharity	Further the activities ofUnrestricted use andFirst United Methodist Church	250,000
Foundation for Brain Health 2200 West Mockingbird Lane Dallas, TX 75235		PublicCharity	Further the activities ofUnrestricted use andFriends of Brain Health	34,000
Genesis Women's Shelter 4411 Lemmon Avenue Suite 201 Dallas, TX 75219		PublicCharity	Further the activities ofUnrestricted use andGenesis Women's Shelter	104,880
Goodwill Industries 3020 N Westmoreland Rd Dallas, TX 75212		PublicCharity	Further the activities ofUnrestricted use andGoodwill Industries	928,563
Grace Covenant Church of NOVA 4600 Brookfield Corporate Drive Chantilly, VA 20151		PublicCharity	Further the activities ofUnrestricted use andGrace Covenant Church of NOVA	20,000
Grant Halliburton Foundation 6390 LBJ Freeway Suite 106 Dallas, TX 75240		PublicCharity	Further the activities ofUnrestricted use andGrant Halliburton Foundation	49,000
Total . . . . ▶ 3a				12,560,968

Form 990PF Part XV Line 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*				
Hendrix College 1600 Washington Avenue Conway, AR 72032		PublicCharity	Further the activities ofUnrestricted use andHendrix College	1,100,000
Heritage Village 1515 South Harwood Dallas, TX 752151273		PublicCharity	Unrestricted use andUnrestricted use andHeritage Village	10,000
Highland Park Education Foundation 4201 Grassmere Lane Dallas, TX 75205		PublicCharity	Further the activities ofUnrestricted use andHighland Park Education Foundation	10,000
Interfaith Family Services 5600 Ross Avenue Dallas, TX 75206		PublicCharity	Further the activities ofUnrestricted use andInterfaith Family Services	10,000
Intervarsity Christian Fellowship 635 Sciene Drive Madison, WI 537077895		PublicCharity	Further the activities ofUnrestricted use andIntervarsity Christian Fellowship	7,500
Juntos Servimos PO Box 802535 Dallas, TX 75380		PublicCharity	Further the activities ofUnrestricted use andJuntos Servimos	25,000
LEAP Global Missions 7777 Forest Lane Dallas, TX 75230		PublicCharity	further the activities ofUnrestricted use andLEAP Global Missions	58,250
Lydia Patterson Institute 517 S Florence St El Paso, TX 79901		PublicCharity	further the activities ofUnrestricted use andLydia Patterson Institute	25,000
Make a Wish Foundation 6655 Deseo Irving, TX 75039		PublicCharity	further the activities ofUnrestricted use andMake a Wish Foundation	101,000
March of Dimes 1275 Mamaroneck Ave White Plains, NY 10605		PublicCharity	further the activities ofUnrestricted use andMarch of Dimes	100,000
Marine Corps Scholarship Foundation 909 N Washington St Suite 400 Alexandria, VA 22314		PublicCharity	further the activities ofUnrestricted use andMarine Corps Scholarship Foundation	8,750
MD Anderson 1515 Holcombe Blvd Houston, TX 77030		PublicCharity	further the activities ofUnrestricted use andMD Anderson	5,000
Methodist Health System Foundation 1441 North Beckley Ave Dallas, TX 75203		PublicCharity	further the activities ofUnrestricted use andMethodist Health System Foundation	99,000
Momentous Institute 9705 Harry Hines Blvd Dallas, TX 75220		PublicCharity	further the activities ofUnrestricted use andMomentous Institute	10,000
Muscular Dystrophy Association 101 Summit Ave 204 Fort Worth, TX 76102		PublicCharity	further the activities ofUnrestricted use andMuscular Dystrophy Association	10,000
Total . . . . ▶ **3a**				12,560,968

Form 990PF Part XV Line 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*				
Orphan Outreach 2001 West Plano Parkway Ste 3700 Plano, TX 75075		PublicCharity	further the activities ofUnrestricted use andOrphan Outreach	30,000
Park Cities YMCA 601 N Akard St Dallas, TX 75201		PublicCharity	further the activities ofUnrestricted use andPark Cities YMCA	5,000
Perot Museum of Natural Science 2201 N Field Street Dallas, TX 75201		PublicCharity	further the activities ofUnrestricted use andPerot Museum of Natural Science	36,430
Pine Forest Baptist Church PO Box 654 Hallsville, TX 75650		PublicCharity	further the activities ofUnrestricted use andPine Forest Baptist Church	5,000
PLAN of North Texas 13151 Emily Road Dallas, TX 75240		PublicCharity	Further the activities ofUnrestricted use andPLAN of North Texas	1,000
Providence Christian School of Texas 5002 W Lovers Lane Dallas, TX 75209		PublicCharity	Further the activities ofUnrestricted use andProvidence Christian School of Texas	100,000
Rays of Light 9200 Inwood Road Dallas, TX 75220		PublicCharity	Further the activities ofUnrestricted use andRays of Light	10,000
Salvation Army P O Box 36006 Dallas, TX 75235		PublicCharity	Further the activities ofUnrestricted use andSalvation Army	273,550
Salvation Army Women's Auxiliary PO Box 36026 Dallas, TX 75235		PublicCharity	Further the activities ofUnrestricted use andSalvation Army Women's Auxiliary	10,000
Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219		PublicCharity	Further the activities ofUnrestricted use andScottish Rite HospitalScottish Rite Hospital	10,000
SEAL Legacy Foundation 1401 McKinney Street Suite 2222 Dallas, TX 77010		PublicCharity	further the activities ofUnrestricted use andSEAL Legacy Foundation	35,000
The Senior Source 3910 Harry Hines Blvd Dallas, TX 75219		PublicCharity	further the activities ofUnrestricted use andThe Senior Source	255,000
Shelter Golf Inc 4318 Abbott Ave Dallas, TX 752054306		PublicCharity	further the activities ofUnrestricted use andShelter Golf Inc	26,800
Silver Hill United Methodist Church 2038 Silver Hill Loop Mount Holly, AR 71758		PublicCharity	further the activities ofUnrestricted use andSilver Hill United Methodist Church	10,000
Smile Train PO Box 96246 Washington, DC 20090		PublicCharity	further the activities ofUnrestricted use andSmile Train	10,000
Total . . . . ▶ **3a**				12,560,968

Form 990PF Part XV Line 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				
Southern Methodist University P O Box 750281 Dallas, TX 752750281		PublicCharity	further the activities ofUnrestricted use andSouthern Methodist University	7,019,450
Southwestern Medical Foundation 5323 Harry Hines Rd Dallas, TX 75390		PublicCharity	further the activities ofUnrestricted use andSouthwestern Medical Foundation	225,000
Special Olympics 1804 Rutherford Lane Austin, TX 78754		PublicCharity	further the activities ofUnrestricted use andSpecial Olympics	25,000
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 381051942		PublicCharity	further the activities ofUnrestricted use andSt Jude Children's Research Hospital	100,000
St Paul United Methodist Church PO Box 909 Ocean Springs, MS 39564		PublicCharity	further the activities ofUnrestricted use andSt Paul United Methodist Church	5,000
St Richard Church 11223 Schuetz Rd Saint Louis, MO 63146		PublicCharity	further the activities ofUnrestricted use andSt Richard Church	10,000
Teach for America 600 N Pearl St Ste 2300 Dallas, TX 75201		PublicCharity	further the activities ofUnrestricted use andTeach for America	75,000
Texas by Nature 3500 Jefferson St Ste 301 Austin, TX 78731		PublicCharity	further the activities ofUnrestricted use andTexas by Nature	50,000
Texas Business Hall of Fame 4550 Post Oak Place Ste 342 Houston, TX 77027		PublicCharity	further the activities ofUnrestricted use andTexas Business Hall of Fame	10,000
Texas Can 325 W 12th Street Dallas, TX 75208		PublicCharity	further the activities ofUnrestricted use andTexas Can	5,000
The Dallas Foundation 3963 Maple Ave Suite 390 Dallas, TX 75219		PublicCharity	further the activities ofUnrestricted use andThe Dallas Foundation	7,000
The Dallas Historical Society PO Box 150038 Dallas, TX 753150038		PublicCharity	further the activities ofUnrestricted use andThe Dallas Historical Society	5,000
The Family Place PO Box 7999 Dallas, TX 75209		PublicCharity	further the activities ofUnrestricted use andThe Family Place	10,000
The Stewpot Alliance 4516 Lover Lane 229 Dallas, TX 75225		PublicCharity	further the activities ofUnrestricted use andThe Stewpot Alliance	24,980
UT Dallas Callier Cares 800 West Campbell Rd SPN10 Richardson, TX 75080		PublicCharity	further the activities ofUnrestricted use andUT Dallas Callier Cares	10,000
Total . . . . ▶ **3a**				12,560,968

Form 990PF Part XV Line 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*				
UT Southwestern 5323 Harry Hines Blvd Dallas, TX 753909002		PublicCharity	further the activities ofUnrestricted use andUT Southwestern	24,000
United Way of Metropolitan Dallas 1800 North Lamar Street Dallas, TX 75202		PublicCharity	further the activities ofUnrestricted use andUnited Way of Metropolitan Dallas	50,000
Vanderbilt University 2301 Vanderbilt Place Nashville, TN 37240		PublicCharity	further the activities ofUnrestricted use andUnited Way of Metropolitan Dallas	10,000
Visiting Nurse Association 1600 Viceroy Drive Ste 400 Dallas, TX 75235		PublicCharity	further the activities ofUnrestricted use andVisiting Nurse Association	25,000
Voice of Hope PO Box 224845 Dallas, TX 75222		PublicCharity	further the activities ofUnrestricted use andVoice of Hope	20,000
Volunteer Now 2800 Live Oak St Dallas, TX 75204		PublicCharity	further the activities ofUnrestricted use andVolunteer Now	25,000
Wilkinson Center PO Box 720248 Dallas, TX 75372		PublicCharity	further the activities ofUnrestricted use andWilkinson Center	5,000
Total . . . . ▶ **3a**				12,560,968

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

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: The David B Miller Family Foundation

EIN: 20-8103224

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
See Statement Attached		Donated			3,802,268	3,017,491			784,777	

TY 2016 Other Decreases Schedule

Name: The David B Miller Family Foundation

EIN: 20-8103224

Description	Amount
Excess Value of shares received over Tax Basis	755,522

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TY 2016 Other Expenses Schedule

Name: The David B Miller Family Foundation

EIN: 20-8103224

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	120			

TY 2016 Other Income Schedule

Name: The David B Miller Family Foundation

EIN: 20-8103224

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Excise Tax Refund	45,955		

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990*.

OMB No 1545-0047

2016

Name of the organization	Employer identification number
The David B Miller Family Foundation	20-8103224

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	**Employer identification number**
The David B Miller Family Foundation	20-8103224

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID B MILLER 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	$ 14,986,527	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	DAVID B MILLER 3811 Turtle Creek Blvd Suite 2100 Dallas, TX 75219	$ 3,773,013	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The David B Miller Family Foundation	20-8103224

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
The David B Miller Family Foundation	20-8103224

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** *exclusively* **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $**

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:
Software Version:
EIN: 20-8103224
Name: The David B Miller Family Foundation

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	16,958 2190 SH HOMESTEAD SMALL COMPANY STOCK FUND	$ 639,155	2016-07-11
1	5,772 625 SH BROWN CAPITAL MGMT SMALL COMPANY FUND	$ 435,833	2016-07-11
1	13,545 SH INDEPENDENT BANK GROUP	$ 595,709	2016-09-21
1	50,000 SH PRIMECAP ODYSSEY GROWTH	$ 1,453,500	2016-09-21
1	420 SH BLACKSTONE GROUP LP	$ 10,989	2016-09-21
1	8,686 756 SH LONGLEAF PARTNERS SMALL CAP FUND	$ 272,069	2016-09-21
1	34,834 SH HALLMARK FINANCIAL SERVICES	$ 365,757	2016-11-22