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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation THE MILES FOUNDATION, INC.	**A** Employer identification number 75-2739180
Number and street (or P O box number if mail is not delivered to street address) 5049 EDWARDS RANCH ROAD	Room/suite 280
	B Telephone number (see instructions) (817) 293-5555
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76109	**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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 58,747,381.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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

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)	1,000,000.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	499.	499.		ATCH 1
	4	Dividends and interest from securities	5,214,357.	5,214,357.		ATCH 2
	5a	Gross rents	113,162.	113,162.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	485,040.			
	b	Gross sales price for all assets on line 6a 4,764,177.				
	7	Capital gain net income (from Part IV, line 2)		511,467.		
	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) ATCH 3	2,518,946.	3,077,828.		
	12	**Total.** Add lines 1 through 11	9,332,004.	8,917,313.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	134,800.	67,400.		67,400.
	14	Other employee salaries and wages	343,166.	23,765.		319,401.
	15	Pension plans, employee benefits	96,650.	18,202.		78,448.
	16a	Legal fees (attach schedule) ATCH 4	68,187.	64,804.		3,383.
	b	Accounting fees (attach schedule) ATCH 5	90,545.	32,917.		28,378.
	c	Other professional fees (attach schedule) [6]	321,865.	283,680.		38,185.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [7]	351,102.	244,706.		24,915.
	19	Depreciation (attach schedule) and depletion	15,906.			
	20	Occupancy	75,081.	25,132.		49,949.
	21	Travel, conferences, and meetings	69,317.	29,984.		39,333.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	758,429.	738,516.		19,913.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,325,048.	1,529,106.		669,305.
	25	Contributions, gifts, grants paid	1,911,788.			1,911,788.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,236,836.	1,529,106.	0.	2,581,093.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,095,168.			
	b	**Net investment income** (if negative, enter -0-)		7,388,207.		
	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	2,797,508.	10,284,386.	10,284,386.
	2	Savings and temporary cash investments	1,474,924.	455,272.	460,638.
	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 ▶ ATCH 9	4,053,604.	8,878,246.	8,878,246.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[10]	636,530.	590,916.	588,252.
	b	Investments - corporate stock (attach schedule) ATCH 11	11,881,614.	12,989,847.	13,937,823.
	c	Investments - corporate bonds (attach schedule) ATCH 12	639,094.	702,179.	699,631.
	11	Investments - land, buildings, and equipment basis ▶ ATCH 22 2,845,000. Less accumulated depreciation (attach schedule) ▶	3,525,000.	2,845,000.	2,845,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 13	13,307,961.	16,385,390.	21,022,468.
	14	Land, buildings, and equipment basis ▶ 125,362. Less accumulated depreciation (attach schedule) ▶ ATCH 23 94,425.	39,898.	30,937.	30,937.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	38,356,133.	53,162,173.	58,747,381.
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	38,356,133.	53,162,173.	
	30	**Total net assets or fund balances** (see instructions)	38,356,133.	53,162,173.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	38,356,133.	53,162,173.	

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	38,356,133.
2	Enter amount from Part I, line 27a	2	5,095,168.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	9,710,872.
4	Add lines 1, 2, and 3	4	53,162,173.
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	53,162,173.

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)
1 a	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	511,467.
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))
2015	2,743,611.	37,308,543.	0.073538
2014	2,594,284.	47,338,803.	0.054802
2013	2,106,200.	39,041,576.	0.053948
2012	1,655,356.	36,330,521.	0.045564
2011	1,537,401.	29,806,796.	0.051579

2	**Total** of line 1, column (d)	2	0.279431
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	0.055886
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	50,870,011.
5	Multiply line 4 by line 3	5	2,842,921.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	73,882.
7	Add lines 5 and 6	7	2,916,803.
8	Enter qualifying distributions from Part XII, line 4	8	2,581,093.

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	147,764.
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	147,764.
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	147,764.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	152,714.		
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	152,714.
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	4,950.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 4,950. **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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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	X	
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) ▶ 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	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 2016 or the taxable year beginning in 2016 (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) ATCH 15	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) ATCH 26	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 ▶ GRANT COATES Telephone no ▶ 817-293-5555

Located at ▶ 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX ZIP+4 ▶ 76109

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		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		X
	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		X
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 ▶ ____ , ____ , ____ , ____				
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 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		X
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 2016?		4b		X

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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? ☐ 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: 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 16		134,800.	10,759.	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
ATCH 17		295,636.	43,674.	0.

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
ATCH 18		207,268.
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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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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	14,154,540.
b	Average of monthly cash balances			1b	4,713,490.
c	Fair market value of all other assets (see instructions)			1c	32,776,651.
d	**Total** (add lines 1a, b, and c)			1d	51,644,681.
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	51,644,681.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	774,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	50,870,011.
6	**Minimum investment return.** Enter 5% of line 5			6	2,543,501.

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	2,543,501.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	147,764.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	147,764.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,395,737.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,395,737.
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	2,395,737.

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	2,581,093.
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	2,581,093.
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	2,581,093.

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

Form **990-PF** (2016)

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				2,395,737.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,828,719.	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,581,093.				
a Applied to 2015, but not more than line 2a			1,828,719.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	752,374.			
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus				
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	752,374.			
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				2,395,737.
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)	752,374.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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))

NONE

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

KATE WISNIEWSKI, 5049 EDWARDS RANCH RD., STE 280, FORT WORTH, TX 76109 *(817) 293-5555

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

SEE ATTACHMENT 24

c Any submission deadlines

SPRING: LETTERS OF INQUIRY DUE APRIL 1; FULL APPLICATIONS DUE MAY 15

FALL: LETTERS OF INQUIRY DUE SEPTEMBER 1; FULL APPLICATIONS DUE OCTOBER 15

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

SEE ATTACHMENT 25

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 19				
Total ▶ **3a**				1,911,788.
b *Approved for future payment*				
ATCH 20				
Total ▶ **3b**				50,000.

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	499.	
4 Dividends and interest from securities			14	5,214,357.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	113,162.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	2,505,811.	
8 Gain or (loss) from sales of assets other than inventory			18	485,040.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 21		-382,508.		395,643.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-382,508.		8,714,512.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 8,332,004.

(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)		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

▶	11/14/2017	▶ President
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
MORGAN L SOUZA	Morgan L Souza	11/09/2017		P00652612
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102			Phone no 405-239-6411	

Form **990-PF** (2016)

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 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 THE MILES FOUNDATION, INC.	**Employer identification number** 75-2739180

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 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2016)**

JSA
6E1251 1 000

Name of organization THE MILES FOUNDATION, INC.

Employer identification number

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	THE ELLISON MILES PRODUCTION CO. TRUST 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	$ 1,000,000.	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.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization THE MILES FOUNDATION, INC.

Employer identification number

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
		$	
(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 THE MILES FOUNDATION, INC.

Employer identification number

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

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)	
		PUBLICLY TRADED SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
3,434,029.		3,599,137.					-165,108.	
		FLOW-THROUGH FROM PARTNERSHIP INVESTMENT				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
26,427.							26,427.	
		VARSITY LOT SALE				D	VAR	03/31/2016
		PROPERTY TYPE: REAL ESTATE						
1,330,148.		680,000.					650,148.	
TOTAL GAIN(LOSS)		....					511,467.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BANK ACCOUNT INTEREST	499.	499.	
TOTAL	499.	499.	

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND FROM MILES PRODUCTION	4,873,645.	4,873,645.	
MERRILL LYNCH PORTFOLIO INT & DIV.	264,813.	264,813.	
RW BAIRD PORTFOLIO INT & DIV.	75,899.	75,899.	
TOTAL	5,214,357.	5,214,357.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OIL & GAS ROYALTIES		2,505,811.	2,505,811.	
FLOW-THROUGH PARTNERSHIP INCOME		-598,348.	-39,359.	
INTEREST ON NOTE RECEIVABLE		586,376.	586,376.	
OTHER INCOME		25,107.	25,000.	
	TOTALS	2,518,946.	3,077,828.	

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		68,187.	64,804.		3,383.
	TOTALS	68,187.	64,804.		3,383.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	90,545.	32,917.		28,378.
TOTALS	90,545.	32,917.		28,378.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HUMAN RESOURCES	7,025.	3,512.		3,513.
TECHNOLOGY SERVICES	10,121.	218.		9,903.
PR/COMMUNICATIONS CONSULTING	13,080.			13,080.
OIL & GAS CONSULTING	70,960.	70,960.		
CFO/FINANCIAL CONSULTING	70,400.	70,400.		
OTHER INVESTMENT ADVISORY FEES	86,271.	86,271.		
REAL PROPERTY INVESTMENT CONSULTANT	36,000.	36,000.		
MARKETING	9,248.			9,248.
OTHER PROFESSIONAL FEES	18,760.	16,319.		2,441.
TOTALS	321,865.	283,680.		38,185.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INCOME & EXCISE TAXES	80,000.			
PROPERTY TAXES	233,342.	233,342.		
PAYROLL TAXES	31,093.	6,180.		24,913.
FOREIGN TAXES PAID	2,977.	2,977.		
OTHER TAXES	3,690.	2,207.		2.
TOTALS	351,102.	244,706.		24,915.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	15,946.	4,002.		11,944.
DUES & MEMBERSHIPS	4,106.			4,106.
INSURANCE	3,680.	358.		3,322.
BANK CHARGES	201.	201.		
LICENSES/PERMITS	1,167.	935.		232.
INVESTMENT EXPENSE	65,323.	65,323.		
MISCELLANEOUS	1,508.	1,199.		309.
OIL & GAS ROYALTY EXPENSES	666,498.	666,498.		
TOTALS	758,429.	738,516.		19,913.

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	OAKS OF ARGYLE, LP
ORIGINAL AMOUNT:	900,000.
INTEREST RATE:	16.0000 %
DATE OF NOTE:	04/01/2013
MATURITY DATE:	04/01/2018
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	2ND LIEN ON LAND
PURPOSE OF LOAN:	PURCHASE OF LAND & DEVELOPMENT OF A RESIDENTIAL HOUSING SUBDIVISION
BEGINNING BALANCE DUE	500,000.
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	

BORROWER:	BELTERRA
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	15.0000 %
DATE OF NOTE:	08/01/2014
MATURITY DATE:	07/31/2017
REPAYMENT TERMS:	QUARTERLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	GUARANTY OF LION HEALTH CENTERS, INC.
PURPOSE OF LOAN:	WORKING CAPITAL
BEGINNING BALANCE DUE	500,000.
ENDING BALANCE DUE	500,000.
ENDING FAIR MARKET VALUE	500,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	NORTON AUTO GROUP
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	8.5000 %
DATE OF NOTE:	09/25/2014
MATURITY DATE:	09/25/2019
REPAYMENT TERMS:	INTEREST QUARTERLY, MONTHLY P&I BEG 10/17
SECURITY PROVIDED:	VEHICLES & LEASES WITH A TOTAL VALUE OF AT LEAST 150%
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	500,000.
ENDING BALANCE DUE	500,000.
ENDING FAIR MARKET VALUE	500,000.

BORROWER:	U.S. TRINITY CONTRACTORS, LLC
ORIGINAL AMOUNT:	352,000.
INTEREST RATE:	6.0000 %
DATE OF NOTE:	01/13/2012
MATURITY DATE:	02/01/2017
REPAYMENT TERMS:	MONTHLY PAYMENTS AMORTIZED OVER 10 YEARS
SECURITY PROVIDED:	LAND, IMPROVEMENTS, & PERSONAL GUARANTEE
PURPOSE OF LOAN:	PURCHASED LAND AND BUILDING

BEGINNING BALANCE DUE	311,749.
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	

ATTACHMENT 9 (CONT'D)

BORROWER: BRADLEY BIOPIC, LLC
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 15.0000 %
DATE OF NOTE: 12/17/2014
MATURITY DATE: 12/17/2017
REPAYMENT TERMS: QUARTERLY INTEREST BEGINNING 03/17/17. PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED: ALL PROPERTY OF THE BORROWER
PURPOSE OF LOAN: FILM PRODUCTION COSTS

BEGINNING BALANCE DUE .... 200,000.

ENDING BALANCE DUE .... 233,066.

ENDING FAIR MARKET VALUE .... 233,066.

BORROWER: CFAM RESCAP SECURED LOAN FUND III
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 7.0000 %
DATE OF NOTE: 10/13/2015
MATURITY DATE: 08/29/2018
REPAYMENT TERMS: INTEREST PAID QUARTERLY, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED: SUBORDINATED, NO SECURITY
PURPOSE OF LOAN: FUNDING THE ACQUISITION & REHAB COST FOR A PORTFOLIO OF SINGLE FAMILY HOMES
BEGINNING BALANCE DUE .... 500,000.

ENDING BALANCE DUE .... 500,000.

ENDING FAIR MARKET VALUE .... 500,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	PUBLISHING CONCEPTS, INC.
ORIGINAL AMOUNT:	600,000.
INTEREST RATE:	14.0000 %
DATE OF NOTE:	12/07/2015
MATURITY DATE:	01/01/2019
REPAYMENT TERMS:	MONTHLY INTEREST ONLY TO 1/1/17, P&I BEG 1/1/18
SECURITY PROVIDED:	PERSONAL GUARANTEE FROM OWNER
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	600,000.
ENDING BALANCE DUE	1,100,000.
ENDING FAIR MARKET VALUE	1,100,000.

BORROWER:	ORGAN TRANSPLANT SYSTEMS, INC.
ORIGINAL AMOUNT:	400,000.
INTEREST RATE:	10.0000 %
DATE OF NOTE:	09/01/2016
MATURITY DATE:	12/15/2016
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	INTELLECTUAL PROPERTY
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE	400,000.
ENDING BALANCE DUE	400,000.
ENDING FAIR MARKET VALUE	400,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	GO WEST LLC
ORIGINAL AMOUNT:	541,855.
INTEREST RATE:	9.5000 %
DATE OF NOTE:	02/20/2015
MATURITY DATE:	02/20/2018
REPAYMENT TERMS:	MONTHLY AMORTIZATION OF P&I BEGINNING 3/20/16
SECURITY PROVIDED:	EQUIPMENT AND INVENTORY
PURPOSE OF LOAN:	ACQUISITION OF NEW COMPANY

BEGINNING BALANCE DUE .... 541,855.

ENDING BALANCE DUE .... ______

ENDING FAIR MARKET VALUE .... ______

BORROWER:	DELTA STRUCTURAL TECH
ORIGINAL AMOUNT:	2,000,000.
INTEREST RATE:	12.0000 %
DATE OF NOTE:	11/09/2016
MATURITY DATE:	11/09/2019
REPAYMENT TERMS:	MONTHLY INTEREST, PRINCIPAL DUE AT MATURITY
SECURITY PROVIDED:	ALL PROPERTY OF OWNER & BORROWER AND LIFE INS.POLICY
PURPOSE OF LOAN:	WORKING CAPITAL

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 2,000,000.

ENDING FAIR MARKET VALUE .... 2,000,000.

ATTACHMENT 9 (CONT'D)

BORROWER: GATLIN HOLDINGS, LLC
ORIGINAL AMOUNT: 500,000.
INTEREST RATE: 8.0000 %
DATE OF NOTE: 02/25/2016
MATURITY DATE: 03/01/2019
REPAYMENT TERMS: SEE BELOW *
SECURITY PROVIDED: PERSONAL GUARANTEE
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 950,000.

ENDING FAIR MARKET VALUE .... 950,000.

BORROWER: TRINITY CONT-OFFICE
ORIGINAL AMOUNT: 1,080,000.
INTEREST RATE: 6.0000 %
DATE OF NOTE: 12/13/2011
MATURITY DATE: 01/01/2022
REPAYMENT TERMS: MONTHLY P&I PAYMENTS, ALL UNPAID P&I DUE AT MATURITY
SECURITY PROVIDED: LOTS 5,7, AND 8, BLOCK A, OF ARGYLE TOWN SQUARE
PURPOSE OF LOAN: MORTGAGED PROPERTY

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 916,916.

ENDING FAIR MARKET VALUE .... 916,916.

* MONTHLY INTEREST PAYMENTS FROM 03/01/16 THROUGH 03/01/19, MONTHLY PRINCIPAL AND INTEREST PAYMENTS FROM 04/01/18 THROUGH 03/01/19, AND ALL UNPAID PRINCIPAL AND INTEREST DUE AT MATURITY.

ATTACHMENT 9 (CONT'D)

BORROWER: U.S. TRINITY HOLDINGS
ORIGINAL AMOUNT: 1,728,932.
INTEREST RATE: 7.0000 %
DATE OF NOTE: 03/31/2016
MATURITY DATE: 03/31/2026
REPAYMENT TERMS: SEE BELOW *
SECURITY PROVIDED: REAL PROPERTY - VARSITY TRACT
PURPOSE OF LOAN: MORTGAGED PROPERTY

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 1,727,010.

ENDING FAIR MARKET VALUE .... 1,727,010.

BORROWER: ORGAN TRANSPLANT SYSTEMS, INC.
ORIGINAL AMOUNT: 10,455.
INTEREST RATE: 18.0000 %
DATE OF NOTE: 08/27/2015
MATURITY DATE: 12/15/2016
REPAYMENT TERMS: PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED: UNSECURED
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 51,254.

ENDING FAIR MARKET VALUE .... 51,254.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 4,053,604.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 8,878,246.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 8,878,246.

* MONTHLY INTEREST PAYMENTS FROM 04/01/16 THROUGH 03/01/19, MONTHLY PRINCIPAL AND INTEREST PAYMENTS FROM 04/01/19 THROUGH MATURITY DATE.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH EQUITY PORTFOLIO (SEE DETAIL ATTACHED - ATCH 10A)	636,530.	590,916.	588,252.
US OBLIGATIONS TOTAL	636,530.	590,916.	588,252.

GOVERNMENT OBLIGATIONS:	COST	FMV
GOVERNMENT AND AGENCY SECURITIES		
FROM ATTACHMENT 10A, PAGE 2	76,012.38	75,640.53
GOVERNMENT AND SECURITIES		
FROM ATTACHMENT 10A, PAGE 4	514,903.54	512,611.54
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TOTAL	590,915.92	588,252.07

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH EQUITY PORTFOLIO	10,988,748.	11,256,544.	12,095,718.
RW BAIRD EQUITY PORTFOLIO	892,866.	1,733,303.	1,842,105.
(SEE DETAIL ATTACHED - ATCH 11A, PAGE 77)			
TOTALS	11,881,614.	12,989,847.	13,937,823.

CORPORATE STOCK:	COST	FMV
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 11A, PAGE 30	776,025.49	896,421.43
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 11A, PAGE 31	618,625.71	647,893.93
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 11A, PAGE 74	6,535,624.70	7,401,527.16
MERRILL LYNCH EQUITY PORTFOLIO		
FROM ATTACHMENT 11A, PAGE 75	3,326,268.34	3,149,875.13
	-------------	-------------
TOTALS	11,256,544.24	12,095,717.65
RW BAIRD EQUITY PORTFOLIO		
FROM ATTACHMENT 11A, PAGE 77	1,733,303.27	1,842,105.13

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH BOND FUNDS (SEE DETAIL ATTACHED - ATCH 11A)	639,094.	702,179.	699,631.
TOTALS	639,094.	702,179.	699,631.

CORPORATE BONDS:	COST	FMV
MERRILL LYNCH BOND FUNDS		
FROM ATTACHMENT 11A, PAGE 3	89,658.02	89,332.54
MERRILL LYNCH BOND FUNDS		
FROM ATTACHMENT 11A, PAGE 35	612,520.51	610,298.12
	----------	----------
TOTAL	702,178.53	699,630.66

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OIL & GAS ROYALTY INTERESTS OH	355,016.	355,016.	99,734.
OIL & GAS ROYALTY INTERESTS TX	5,419,938.	6,870,409.	11,421,370.
OIL & GAS NET PROFITS INTEREST	1.	1.	341,400.
RCP CENTRAL EXPWY OFFICE, LTD	82,774.		
RCP ARGYLE 114 LTD	143,142.	124,443.	124,443.
VALQUEST PRINCETON 55 LP	208,055.	185,564.	185,564.
VALQUEST CONROE MARINAS LP	151,129.	156,194.	156,194.
SILVER TREE REALTY FUND II LP	275,422.	181,281.	181,281.
2912 W 6TH LLC	266,329.	232,014.	232,014.
DOS RIOS PARTNERS, LP	339,112.	1,652,811.	1,652,811.
KOC GRAN VIA BRIDGEWOOD INVESTORS, LP	403,501.	38,136.	38,136.
PRP OXFORD CARROLLTON, LLC	201,261.	6,249.	6,249.
WTB HOLDING COMPANY LLC	1,175,220.	227,921.	227,921.
METAL OXIDE TECHNOLOGIES LLC	273,341.	289,928.	289,928.
LEGACY VENTURE VIII, LLC		160,279.	160,279.
HEARTLAND CAPITAL CORP.	58,188.	58,188.	58,188.
HEARTLAND MILES INVESTMENTS	2,603,000.	2,603,000.	2,603,000.
LIFE PARTNERS, INC.	158,396.	158,554.	158,554.
ORGAN TRANSPORT SYSTEMS	1,194,136.	1,183,881.	1,183,881.
MILES PRODUCTION, LP		1,901,521.	1,901,521.
TOTALS	13,307,961.	16,385,390.	21,022,468.

ATTACHMENT 14

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

DESCRIPTION		AMOUNT
TRANSFER FROM THE ELLISON MILES PRODUCTION CO. TRUST		9,710,872.
	TOTAL	9,710,872.

THE MILES FOUNDATION, INC.

75-2739180
ATTACHMENT 15

FORM 990PF - PART VII-A - CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN
THE ELLISON MILES PRODUCTION CO. TRUST 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	20-6189386
MILES PRODUCTION LP 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362
HEARTLAND MILES INVESTMENTS 545 E. JOHN CARPENTER FRWY #300 IRVING, TX 75062	45-2502580
HEARTLAND CAPITAL FUNDING, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A Disregarded Entity of The Miles Fdn.
MILES PRODUCTION MANAGMENT LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362
MILES HILLTOP LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362
HEARTLAND VENTURES LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A
TRIO VENTURES, INC. 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	38-3941436
EM LAND HOLDINGS, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A

FORM 990PF - PART VII-A - TRANSFERS TO CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
HEARTLAND CAPITAL FUNDING, LLC 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	N/A	CAPITAL INVESTMENTS	60,872

FORM 990PF - PART VII-A - TRANSFERS FROM CONTROLLED ENTITIES

(A) NAME AND ADDRESS OF EACH CONTROLLED ENTITY	(B) EIN	(C) DESCRIPTION OF TRANSFER	(D) AMOUNT OF TRANSFER
THE ELLISON MILES PRODUCTION CO. TRUST 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	20-6189386	GRANT RECEIVED	1,000,000
THE ELLISON MILES PRODUCTION CO. TRUST 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	20-6189386	LIQUIDATING DISTRIBUTION OF CASH AND INVESTMENTS	9,710,872
MILES PRODUCTION LP 5049 EDWARDS RANCH ROAD, SUITE 280 FORT WORTH, TX 76109	75-1044362	LIQUIDATING DISTRIBUTION OF CASH AND INVESTMENTS	4,873,645

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHERRY A. WILSON 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	DIRECTOR 5.00	12,000.	0.	0.
JACK L. BURDETT 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	CHAIRMAN 5.00	12,000.	0.	0.
C. GRANT COATES 5049 EDWARDS RANCH ROAD 280 FORT WORTH, TX 76109	CEO/DIRECTOR 30.00	110,800.	10,759.	0.
	GRAND TOTALS	134,800.	10,759.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JASON M. MCCALL 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	DIRECTOR OF PROGRAMS 40.00	173,837.	22,137.	0.
SARA J. REDINGTON 5049 EDWARDS RANCH ROAD SUITE 280 FORT WORTH, TX 76109	DIR OF COMMUNICATION 40.00	121,799.	21,537.	0.
	TOTAL COMPENSATION	295,636.	43,674.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 18

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MCR CAPITAL ADVISORS CORPORATION 13601 PRESTON ROAD, STE. 417W DALLAS, TX 75240	CFO/FINANCIAL SERVICES	91,202.
BARLOW GARSEK & SIMON, LLP 920 FOCH STREET FORT WORTH, TX 76107	LEGAL SERVICES	58,517.
KPMG, LLP P.O. BOX 120754 DALLAS, TX 75132	ACCTG & TAX SERVICES	57,549.
TOTAL COMPENSATION		207,268.

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

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AVANCE INC 2060 SINGLETON BLVD , STE 103 DALLAS, TX 75212	NONE PC	PARENT ENGAGEMENT	21,750
BEN HOGAN FOUNDATION P O BOX 121518 FORT WORTH, TX 76121	NONE PC	BEN HOGAN CLASSIC	70,000
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FREEWAY, STE 300 IRVING, TX 75062	NONE PC	YOUTH MENTORING	50,000
BRIDGEPORT ISD 2107 15TH STREET BRIDGEPORT, TX 76426	NONE GOV	YOUTH MENTORING	49,000
CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137	NONE PC	EARLY CHILDHOOD EDUCATION	34,586
CASSATA HIGH SCHOOL 1400 HEMPHILL STREET FORT WORTH, TX 76104	NONE PC	GENERAL SUPPORT FOR EDUCATION	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CATHOLIC CHARITIES FORT WORTH P O BOX 15610 FORT WORTH, TX 76119	NONE PC	POVERTY PREVENTION & EDUCATION	95,000
CHILD CARE ASSOCIATES 3000 E BELKNAP FORT WORTH, TX 76111	NONE PC	FAMILY ENGAGEMENT EFFORTS	20,000
CHILDREN AT RISK 2900 LIVE OAK DALLAS, TX 75204	NONE PC	EARLY CHILDHOOD EDUCATION	20,000
CNM CONNECT 2902 FLOYD STREET DALLAS, TX 75204	NONE PC	SUPPORT FOR EVALUATION/OUTCOMES	20,000
COMMUNITIES FOUNDATION OF TEXAS, INC 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE PC	NORTH TEXAS GIVING DAY & DISASTER RELIEF	30,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 5707 BRENTWOOD STAIR RD , STE 510 FORT WORTH, TX 76112	NONE PC	YOUTH MENTORING & ENDOWMENT FUNDS	75,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOUNDATION OF NORTH TEXAS 306 WEST 7TH STREET, STE. 1045 FORT WORTH, TX 76102	NONE PC	YOUTH MENTORING	75,000
DECATUR ISD 307 S CATES DRIVE DECATUR, TX 76234	NONE GOV	YOUTH MENTORING & TEACHER APPRECIATION	27,500
DENTON PUBLIC SCHOOL FOUNDATION 1307 N LOCUST STREET DENTON, TX 76201	NONE PC	YOUTH MENTORING	50,000
DPAS ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN STREET EAST DALLAS, TX 75215	NONE PC	BACK THE BLUE OFFICER SUPPORT	1,250
DREAM OUTSIDE THE BOX 1619 PENNSYLVANIA AVENUE FORT WORTH, TX 76104	NONE PC	YOUTH MENTORING	25,000
EDUCATIONAL FIRST STEPS 2100 CIRCLE DRIVE, STE 300 FORT WORTH, TX 76119	NONE PC	EARLY CHILD CARE ENROLLMENT	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST THREE YEARS 1199 S BELTLINE ROAD, STE 100 COPPELL, TX 75019	NONE PC	EARLY CHILDHOOD EDUCATION	23,200
FORT WORTH MUSEUM OF SCIENCE & HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE PC	EARLY CHILDHOOD STEM EDUCATION	25,000
FORT WORTH POLICE OFFICERS AWARD FOUNDATION P O BOX 17659 FORT WORTH, TX 76102	NONE PC	AWARDS PROGRAM SUPPORT	5,000
FORTRESS YOUTH DEVELOPMENT CENTER P O BOX 422 FORT WORTH, TX 76101	NONE PC	EARLY LEARNING CENTER OPERATIONS	10,000
GEORGE W BUSH FOUNDATION 6116 N CENTRAL EXPRESSWAY, STE 400 DALLAS, TX 75206	NONE PC	LEADERSHIP PROGRAM	200,000.
GREAT HEARTS CHARTER 3550 W STORY ROAD IRVING, TX 75038	NONE PC	EDUCATION	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEALTH START FOUNDATION, INC 3710 CEDAR STREET, STE 227 AUSTIN, TX 78705	NONE PC	PARENT/CHILD WORKSHOPS	1,000
HOPE FARM 865 EAST RAMSEY AVENUE FORT WORTH, TX 76104	NONE PC	YOUTH MENTORING	10,000
IMPOSSIBLE POSSIBILITIES P O BOX 470906 FORT WORTH, TX 76147	NONE PC	SCHOLARSHIP & READING PROGRAM	10,000
JUNIOR ACHIEVEMENT OF THE CHISHOLM TRAIL 6300 RIDGLEA PLACE, STE 400 FORT WORTH, TX 76116	NONE PC	FINANCIAL LITERACY	101,500
KIDS HOPE USA 1800 WEST FREEWAY #E FORT WORTH, TX 76102	NONE PC	YOUTH MENTORING	20,000
KIDS WHO CARE 1300 GENDY STREET FORT WORTH, TX 76107	NONE PC	YOUTH MENTORING	10,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LENA POPE HOME 3131 SANGUINET STREET FORT WORTH, TX 76107	NONE PC	EARLY CHILDHOOD EDUCATION & PROGRAMS EVALUATION	35,000
LITERACY CONNEXUS 3020 S CHERRY LANE, STE 123168 FORT WORTH, TX 76121	NONE PC	LITERACY & SCHOOL READY PROGRAM	5,000
MEXICAN AMERICAN COLLEGE EDUCATION FUND P O BOX 471752 FORT WORTH, TX 76147	NONE PC	SCHOLARSHIP PROGRAM	8,000
NATIONAL MUSEUM OF THE MIGHTY EIGHTH AIR FORCE P O BOX 1992 SAVANNAH, GA 31402	NONE PC	MILITARY HISTORY PRESERVATION	5,000.
NEW DAY SERVICES 6816 CAMP BOWIE BLVD W, STE 112 FORT WORTH, TX 76116	NONE PC	PARENT ENGAGEMENT	1,500
NORTH TEXAS COMMUNITY FOUNDATION 306 W 7TH STREET, STE 1045 FORT WORTH, TX 76102	NONE PC	EARLY CHILDHOOD TOOLBOX	5,000.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHSIDE INTER-COMMUNITY AGENCY 1600 CIRCLE PARK BLVD FORT WORTH, TX 76164	NONE PC	YOUTH MENTORING	20,000
PARKER COUNTY COMMITTEE ON AGING 1225 HOLLAND LAKE DRIVE WEATHERFORD, TX 76086	NONE PC	MEALS ON WHEELS	2,500
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204	NONE PC	READING PROGRAM	20,000
REAL SCHOOL GARDENS 5520 CONNECTICUT AVENUE NW, STE 200 WASHINGTON, DC 20015	NONE PC	YOUTH STEM EDUCATION PROGRAM	25,000
RIVERTREE ACADEMY, INC 5443 BONNELL AVENUE FORT WORTH, TX 76107	NONE PC	YOUTH LITERACY & FAMILY ENGAGEMENT	28,000
SHIELD 616, INC 5575 MOLLY COURT COLORADO SPRINGS, CO 80908	NONE PC	FORT WORTH POLICE DEPT SUPPORT	3,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TARRANT COUNTY COLLEGE FOUNDATION 1500 HOUSTON STREET FORT WORTH, TX 76102	NONE PC	STEM PROGRAM	14,492
TARRANT COUNTY JUNIOR LIVESTOCK SHOW ASSOCIATION P O. BOX 162793 FORT WORTH, TX 76161-2793	NONE PC	HELPING HANDS PROGRAM	2,500.
TEACH FOR AMERICA 600 N PEARL STREET, STE 2300 DALLAS, TX 75201	NONE PC	SCHOOL LEADERSHIP DEVELOPMENT	26,530
TEXAS ACADEMY 4 8712 WEST DODGE ROAD OMAHA, NE 68114	NONE PC	YOUTH MENTORING	5,000
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297044 FORT WORTH, TX 76129	NONE PC	EARLY CHILDHOOD EDUCATION	25,000
TEXAS PUBLIC POLICY FOUNDATION 901 CONGRESS AVENUE AUSTIN, TX 78701	NONE PC	EDUCATION INITIATIVE	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CENTER FOR TRANSFORMING LIVES 512 W 4TH STREET FORT WORTH, TX 76102	NONE PC	FAMILY ENGAGEMENT	40,000
THE CONCILIO 400 S ZANG BLVD , STE 300 DALLAS, TX 75208	NONE PC	PARENT ENGAGEMENT	16,210
THE GATEHOUSE 670 WESTPORT PARKWAY GRAPEVINE, TX 76051	NONE PC	ECONOMIC EMPOWERMENT INITIATIVE	25,000
THE PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH, TX 76107	NONE PC	PARENT ENGAGEMENT	15,570
TRINITY CHRISTIAN ACADEMY 4594 E I-20 SERVICE ROAD SOUTH WILLOW PARK, TX 76087	NONE PC	RIVERTREE CAMP GRANT	2,700
TRINITY VALLEY SCHOOL 7500 DUTCH BRAND ROAD FORT WORTH, TX 76132	NONE PC	STEM TEACHER DEVELOPMENT	6,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED COMMUNITY CENTERS, INC 1200 E MADDOX AVENUE FORT WORTH, TX 76104	NONE PC	YOUTH MENTORING	25,000
UNITED WAY OF TARRANT COUNTY 1500 N MAIN STREET, STE 200 FORT WORTH, TX 76164	NONE PC	LITERACY PROGRAM	35,000
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 307 WEST BROOKS, STE 105 NORMAN, OK 73019	NONE PC	MBA SUMMER SCHOLARS GRANT	20,000
UNIVERSITY OF TEXAS AT DALLAS 800 W CAMPBELL ROAD, FN32 RICHARDSON, TX 75080	NONE GOV	GEOSCIENCES FIELD STUDY PROGRAM	250,000
UNT HEALTH SCIENCE CENTER FOUNDATION 3500 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE PC	MEDICAL SCHOOL SUPPORT	25,000
UPLIFT EDUCATION 1825 MARKET CENTER BLVD , STE 500 DALLAS, TX 75207	NONE PC	SCHOOL LEADERSHIP DEVELOPMENT	40,000
		TOTAL CONTRIBUTIONS PAID	1,911,788

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CNM CONNECT 2902 FLOYD STREET DALLAS, TX 75204	NONE PC	OUTCOMES INSTITUTE	20,000
FORT WORTH REGIONAL SCIENCE FAIR P O BOX 6125 FORT WORTH, TX 76115-0125	NONE PC	2017 FAIR GENERAL OPERATIONS	30,000
		TOTAL CONTRIBUTIONS APPROVED	50,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	531390	-382,508.	16	-215,840.	
INTEREST ON NOTE RECEIVABLE			14	586,376.	
OTHER INCOME			01	25,107.	
TOTALS		-382,508.		395,643.	

FORM 990PF - PART II - INVESTMENTS LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
2930 BLEDSOE	2,845,000	2,845,000	2,845,000
LAND - VARSITY PROPERTY	680,000	0	0
TOTALS	3,525,000	2,845,000	2,845,000

FORM 990PF - PART II - LAND, BUILDINGS, AND EQUIPMENT

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	29,323	21,534	7,789
FURNITURE & FIXTURES	96,039	72,891	23,148
TOTALS	125,362	94,425	30,937

FORM 990PF - PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE MILES FOUNDATION, INC. RESTRICTS GRANTS TO ORGANIZATIONS IN THE DALLAS-FORT WORTH AREA IN THE AREAS OF EARLY CHILDHOOD EDUCATION, LITERACY PROGRAMS, PARENT ENGAGEMENT AND LEADERSHIP DEVEOPMENT. ORGANIZATIONS APPLYING FOR FUNDS MUST BE TAX EXEMPT UNDER SECTIONS 501(C)(3) OR 170(C) OF THE INTERNAL REVENUE CODE AND BE CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE. ORGANIZATIONS MAY ONLY APPLY FOR FUNDS ONCE PER CALENDAR YEAR.

FORM 990PF - PART VII-A, LINE 12 - DISTRIBUTION TO A DONOR ADVISED FUND

THE MILES FOUNDATION, INC. MADE A QUALIFYING DISTRIBUTION TO THE NORTH TEXAS COMMUNITY FOUNDATION TO ESTABLISH/FUND THE MILES FOUNDATION COMMUNITY FUND OVER WHICH GRANT COATES, CEO OF THE FOUNDATION, HAS ADVISORY PRIVILEGES. THE DAF IS A COMPONENT FUND OF THE NORTH TEXAS COMMUNITY FOUNDATION, A PUBLICLY SUPPORTED PUBLIC CHARITY. DISTRIBUTIONS FROM THE DAF SUPPORT 170(C)(2)(B) PURPOSES, INCLUDING PARENT ENGAGEMENT, LITERACY PROGRAMS, AND EARLY CHILDHOOD EDUCATION.