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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

1804

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning MAY 1 , 2017, and ending APRIL 30 , 20 18

Name of foundation: The Miller Charitable Foundation Inc

A Employer identification number: 72-1373232

Number and street (or P O box number if mail is not delivered to street address): PO Box 957

Room/suite:

B Telephone number (see instructions): (251) 867-3245

City or town, state or province, country, and ZIP or foreign postal code: Brewton, AL 36427

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: [x] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

04

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) ▶ $ 6,354,292

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts grants etc , received (attach schedule)	3,392,365			
2	Check ▶ [ ] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	23,145	23,145		
4	Dividends and interest from securities	112,821	112,821		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,353,837			
b	Gross sales price for all assets on line 6a 7,540,349				
7	Capital gain net income (from Part IV, line 2)		390,896		
8	Net short-term capital gain			962,941	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	4,882,168	526,862	962,941	
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)	1,406	1,406		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	35,272	35,272		
24	**Total operating and administrative expenses.** Add lines 13 through 23	36,678	36,678		
25	Contributions, gifts, grants paid	320,000			320,000
26	**Total expenses and disbursements** Add lines 24 and 25	356,678	36,678		320,000
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	4,525,490			
b	**Net investment income** (if negative, enter -0-)		490,184		
c	**Adjusted net income** (if negative, enter -0-)			962,941	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	21,523	0	0
2 Savings and temporary cash investments	370,484	790,617	790,617
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)		597,936	580,588
b Investments - corporate stock (attach schedule)	1,248,555	4,457,620	4,679,902
c Investments - corporate bonds (attach schedule)		319,879	303,185
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)	1,640,562	6,166,052	6,354,292
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0		
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	1,640,562	6,166,052	
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)	1,640,562	6,166,052	
31 **Total liabilities and net assets/fund balances** (see instructions)	1,640,562	6,166,052	

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	1,640,562
2 Enter amount from Part I, line 27a	2	4,525,490
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,166,052
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	6,166,052

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	PUBLICLY TRADED SECURITIES			
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	1,639,451		1,248,555	390,896
b				
c				
d				
e				

	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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				390,896
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	390,896
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	962,941

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 doesn't 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))
2016	99,314	1,907,774	0.0521
2015	103,204	1,908,417	0.0541
2014	111,056	2,024,452	0.0549
2013	96,000	1,960,950	0.0490
2012	95,749	1,849,997	0.0518

2	**Total** of line 1, column (d)	2	0.2619
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.0524
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,665,742
5	Multiply line 4 by line 3	5	296,885
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,902
7	Add lines 5 and 6	7	301,787
8	Enter qualifying distributions from Part XII, line 4	8	320,000

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

3

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,902
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	4,902
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	4,902
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . 6a: 547		
b	Exempt foreign organizations - tax withheld at source . . . 6b:		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c: 40,000		
d	Backup withholding erroneously withheld . . . 6d:		
7	Total credits and payments Add lines 6a through 6d	7	40,547
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	35,645
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 35,645 **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 the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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 ▶ ALABAMA			
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 2017 or the tax year beginning in 2017? See the 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	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ LARRY J. WALDREP Telephone no ▶ (251) 867-3245
Located at ▶ 115 DEER STREET, BREWTON, AL. ZIP+4 ▶ 36426

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 2017, 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		
	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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		
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 2017 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 2017)	3b		
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 2017?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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		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		

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
SEE ATTACHED SCHEDULE		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
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 NONE	0
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	0
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,295,288
b	Average of monthly cash balances	1b	456,734
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,752,022
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	5,752,022
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	86,280
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,665,742
6	**Minimum investment return.** Enter 5% of line 5	6	283,287

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	283,287
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,902		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,902
3	Distributable amount before adjustments Subtract line 2c from line 1			3	278,385
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	278,385
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	278,385

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	320,000
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	320,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	4,902
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	315,098

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				278,385
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			63,067	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 320,000				
a Applied to 2016, but not more than line 2a			63,067	
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 2017 distributable amount				256,933
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				21,452
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 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(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, to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

NANCY M. MELTON, P.O. BOX 957, BREWTON, AL. 36427 (251) 867-3245

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

LETTER DETAILING REQUEST AND INFORMATION ON THE ORGANIZATION.

c Any submission deadlines

NONE

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

501(c)(3) ORGANIZATIONS, SCHOOLS, ETC.

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 ATTACHED SCHEDULE				
Total ▶ **3a**				320,000
b *Approved for future payment*				
Total ▶ **3b**				0

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	23,145	
4 Dividends and interest from securities			14	112,821	
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	1,353,837	
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)				1,489,803	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,489,803

(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) (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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Nancy M. Melton | 3-13-19 | 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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2017

Name of the organization	**Employer identification number**
The Miller Charitable Foundation Inc	72-1373232

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)

Name of organization	Employer identification number
The Miller Charitable Foundation Inc	72-1373232

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	ESTATE of John R. Miller Jr. P.O. Box 957 Brewton, Al. 36427	$ 1,497,798	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	ESTATE of Virginia K. Miller P.O. Box 957 Brewton, Al. 36427	$ 1,894,567	Person [X] Payroll [ ] Noncash [X] (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 Miller Charitable Foundation Inc

Employer identification number: 72-1373232

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	Various Securities from the ESTATE of John R. Miller Jr. See Attached Schedule	$ 1,297,798	06/06/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	Various Securities from the ESTATE of Virginia K. Miller See Attached Schedule	$ 1,794,567	06/06/2017

(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 Miller Charitable Foundation Inc	72-1373232

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

The Miller Charitable Foundation, Inc.
Tax Schedule
FYE 4/30/18

72-1373232

Part I - Operating and Administrative Expense Schedule

Line #	Paid To	Description	Amt
18	Merrill Lynch	Foregin Taxes Withheld	1,406
		Taxes	1,406
24			
	Merrill Lynch	Depository Fees	404
	Merrill Lynch	Annual Fee	3,920
	Merrill Lynch	Advisory Fees	30,932
	Trustmark	Wire Fee	15
		Admin Fees - Bank	35,272

Total Operating and Administrative Expenses 36,678

The Miller Charitable Foundation, Inc.
Tax Schedule
FYE 4/30/18

72-1373232

Part II, Line 10a

Government Securities		Book Beg of Year	Book End of Year	FMV
39,000	FNMA PMA3182	-	39,048	37,710
52,000	FNMA PMA3210	-	50,608	50,560
2,000	FNMA PMA3333	-	2,030	2,034
13,000	FEDERAL NATL MTG ASSOC BONDS	-	18,523	17,393
73,000	FEDERAL NATL MTG ASSOC BONDS	-	72,879	72,704
1,000	FEDERAL NATL MTG ASSOC	-	997	996
18,000	U S TREASURY NOTE	-	17,632	17,717
39,000	U S TREASURY BOND	-	36,820	34,667
1,000	U S TREASURY BOND	-	911	889
35,000	U S TREASURY BOND	-	36,566	34,420
1,000	U S TREASURY BOND	-	1,010	983
19,000	U S TREASURY BOND	-	18,492	18,685
18,000	U S TREASURY NOTE	-	18,282	17,667
19,000	U S TREASURY NOTE	-	18,728	18,648
6,000	FHLMC G0 8702	-	4,689	4,556
2,000	FNMA PMA2806	-	1,746	1,749
51,000	FHLMC G0 8737	-	46,841	44,789
2,000	FHLMC G08737	-	1,816	1,756
48,000	FNMA PMA2995	-	44,569	42,977
4,000	FNMA PMA3008	-	3,518	3,433
107,000	FNMA PAS9485	-	100,504	96,507
67,000	FNMA PMA3073	-	61,727	59,746
		-	597,936	580,588

The Miller Charitable Foundation, Inc.
Tax Schedule
FYE 4/30/18

72-1373232

Part II, Line 10b
Stocks and Mutual Funds

Quantity	Security Description	Book Beg of Year	Book End of Year	FMV
130	3M COMPANY	-	27,041	25,271
7	3M COMPANY	-	1,482	1,361
509	A BBVIE INC SHS	-	35,766	49,144
47	A BBVIE INC SHS	-	4,355	4,538
87	A MBARELLA INC	-	4,426	4,053
707	A P MOE LLER - MAERSK	-	7,436	5,677
339	ABBOTT LABS	-	16,854	19,706
9	ABBVIE INC SHS	-	808	869
304	ACAD IA HEALTHCARE CO INC	-	15,822	10,816
47	ACAD IA HEALTHCARE CO INC	-	1,285	1,672
69	ACCENTURE PLC SHS	-	9,494	10,433
11	ACCENTURE PLC SHS	-	1,503	1,663
31	ACCENTURE PLC SHS	-	4,289	4,687
13	ACCENTURE PLC SHS	-	1,864	1,966
21	ACCENTURE PLC SHS	-	3,036	3,175
13	ACCENTURE PLC SHS	-	1,914	1,966
11	ACCENTURE PLC SHS	-	1,749	1,663
18	ACCENTURE PLC SHS	-	2,734	2,722
128	ADECCO GROUP AG	-	4,698	4,225
276	ADOBE SYSTEMS INC RSTD SHS	-	41,848	61,162
5	ADOBE SYSTEMS INC RSTD SHS	-	788	1,108
1,103	AES CORP	-	12,129	13,501
150	AIR PRODUCTS&CHEM	-	22,209	24,344
279	AKZO NOBEL N V SPNSD ADR	-	8,470	8,593
90	ALLEGION PLC SHS	-	7,339	6,946
14	ALLERGAN PLC	-	3,494	2,151
13	ALLERGAN PLC	-	2,469	1,997
43	ALPHABET INC SHS CLC	-	39,971	43,745
337	ALTRIA GROUP INC	-	13,611	18,909
319	ALTRIA GROUP INC	-	19,630	17,899
310	AMCOR LTD AUS ADR NEW	-	13,327	12,809
746	AMERICAN CAP INC BLDR	45,000	-	-
2,197	AMERICAN CAP WORLD DB	44,904	-	-
5,098	AMERICAN CAPITAL WORLD GROWTH AND INCOME	198,996	-	-
8,733	AMERICAN GROWTH FUND OF AMERICA	271,717	-	-
11,712	AMERICAN INC FD OF AMER CL A	206,324	-	-
1,321	AMERICAN INTL GROWTH AND INCOME FUND	45,000	-	-
1,214	AMERICAN MUTUAL FUND INC	45,000	-	-
6,498	AMERICAN WASHINGTON MUT INVESTORS FUND	195,305	-	-
171	AMERIPRISE FINL INC	-	24,660	23,976
180	AMGEN INC COM	-	30,883	31,406
52	AMGEN INC COM	-	9,650	9,073
13	AMGEN INC COM	-	2,443	2,268
44	AMGEN INC COM	-	7,480	7,677
124	AMPHENOL CORP CL A NEW	-	9,875	10,380
47	ANHEUSER-BUSCH INBEV ADR	-	5,039	4,704

138	ANS Y S INC COM	-	17,740	22,309
70	ANSELL LTD-SPON ADR	-	5,511	5,548
37	ANTA SPORTS PROD-UNSPON	-	4,807	5,265
375	APPLE INC	-	32,378	61,973
16	APPLE INC	-	2,792	2,644
11	APPLE INC	-	1,909	1,818
326	ARCHER DANIELS MIDLD	-	13,779	14,794
32	ASTRAZENECA PLC SPND ADR	-	934	1,137
278	ASTRAZENECA PLC SPND ADR	-	9,768	9,877
51	AUTOMATIC DATA PROC	-	5,698	6,022
67	AVERY DENNISON CORP	-	6,334	7,022
324	AVIVA PLC SHS	-	4,449	4,727
407	AXA -SPONS ADR	-	11,988	11,648
2,762	BANCO BILBAO VIZCAYA ARGENTARIA S A ADR	-	24,959	22,262
1,336	BANCO SANTANDER SA ADR	-	8,881	8,711
9	BANCO SANTANDER SA ADR	-	64	59
91	BARCLAYS PLC ADR	-	938	1,050
108	BARCLAYS PLC ADR	-	1,184	1,246
137	BARCLAYS PLC ADR	-	1,582	1,581
4	BARNES GROUP INC DE $ 01	-	241	222
55	BARNES GROUP INC DE $ 01	-	3,333	3,054
56	BARNES GROUP INC DE $ 01	-	3,384	3,110
8	BARNES GROUP INC DE $ 01	-	481	444
282	BASF SE SPONSORED ADR	-	6,777	7,346
288	BAYER AG SPADR	-	9,140	8,613
211	BAYERISCHE MOTOREN WERKE AG	-	7,297	7,822
683	BB&T CORPORATION	-	32,012	36,062
21	BB&T CORPORATION	-	1,056	1,109
41	BLACKROCKINC	-	17,579	21,382
215	BNP PARIBAS SPONSORD ADR	-	8,512	8,278
145	BOK FINCL CORP NEW	-	11,845	14,599
46	BOK FINCL CORP NEW	-	4,652	4,631
29	BOK FINCL CORP NEW	-	2,992	2,920
24	BOK FINCL CORP NEW	-	2,472	2,416
10	BOOKING HLDGS INC USD0 008	-	20,925	21,780
296	BP PLC SPON ADR	-	10,167	13,199
21	BRITISH AMN TOBACO SPADR	-	1,317	1,147
	BRITISH AMN TOBACO SPADR	-	62	55
322	BRITISH AMN TOBACO SPADR	-	18,709	17,588
7	BROADCOM LTD	-	1,905	1,606
12	BROADCOM LTD	-	3,262	2,753
75	BROADCOM LTD	-	19,001	17,207
11	BROADCOM LTD	-	2,678	2,524
42	BURLINGTON STORES INC	-	4,677	5,706
20	BURLINGTON STORES INC	-	2,221	2,717
402	CABOT OIL & GAS CORP	-	9,872	9,612
80	CABOT OIL & GAS CORP	-	2,136	1,913
139	CAMBREX CORP COM	-	7,492	7,360
214	CAPITAL ONE FINL	-	17,653	19,393
15	CAPITAL ONE FINL	-	1,508	1,359
20	CARNIVAL PLC ADR	-	1,391	1,293
46	CARNIVAL PLC ADR	-	3,063	2,974
68	CARTER HOLDINGS INC	-	5,825	6,822
28	CDW CORP	-	1,950	1,996
41	CDW CORP	-	2,885	2,923

32	CDW CORP	-	2,179	2,281
32	CDW CORP	-	2,194	2,281
24	CDW CORP	-	1,667	1,711
10	CDW CORP	-	703	713
16	CDW CORP	-	1,116	1,141
987	CEMEX SAB DE CV SPND ADR	-	9,186	6,129
57	CHARLES RIVER LABS INTL	-	5,997	5,939
11	CHARLES RIVER LABS INTL	-	1,162	1,146
38	CHEVRON CORP	-	4,449	4,754
4	CHEVRON CORP	-	481	500
55	CHEVRON CORP	-	6,391	6,881
10	CHEVRON CORP	-	1,154	1,251
10	CHEVRON CORP	-	1,158	1,251
57	CHIBA BANK LTD SHS	-	2,045	2,302
191	CHINA CONSTRUCT UNSPN AD	-	3,266	3,992
195	CHINA CONSTRUCT UNSPN AD	-	3,295	4,076
289	CHOW TAI FOOK JEWELLERY GROUP LTD	-	3,046	3,771
138	CHUBB LTD	-	20,486	18,722
150	CHURCH&DWIGHT CO INC	-	7,559	6,930
89	CIELO SA SPONSORED ADR	-	668	489
528	CIELO SA SPONSORED ADR	-	3,884	2,899
46	CINTAS CORP OHIO	-	6,159	7,834
912	CISCO SYSTEMS INC COM	-	22,262	40,392
42	CISCO SYSTEMS INC COM	-	1,420	1,860
279	CISCO SYSTEMS INC COM	-	11,451	12,357
94	CITIZENS FINL GROUP INC SHS	-	3,889	3,900
174	CNH INDUSTRIAL NV	-	1,994	2,132
185	CNH INDUSTRIAL NV	-	2,302	2,266
395	COCA COLA COM	-	18,268	17,068
3	COCA COLA COM	-	136	130
271	COCA COLA COM	-	11,713	11,710
27	COGNEX CORP	-	1,715	1,249
111	COGNEXCORP	-	5,776	5,134
204	COGNIZANT TECH SOLUTNS A	-	14,677	16,691
11	COGNIZANT TECH SOLUTNS A	-	901	900
28	COGNIZANT TECH SOLUTNS A	-	2,290	2,291
174	COLGATE PALMOLIVE	-	12,520	11,350
33	COLGATE PALMOLIVE	-	2,409	2,153
86	CONTINENTAL AG SPNRD ADR	-	3,906	4,649
54	COOPER COS INC COM NEW	-	13,201	12,350
10	COOPER COS INC COM NEW	-	2,458	2,287
12	COOPER COS INC COM NEW	-	2,976	2,745
11	COOPER COS INC COM NEW	-	2,645	2,516
157	COPART INC COM	-	6,720	8,020
417	CREDIT SUISSE GP SP ADR	-	6,249	6,993
216	CROWN CASTLE REIT INC SHS	-	22,503	21,788
129	CULLEN FRST BKRS PV$0 01	-	11,272	14,764
106	CULLEN FRST BKRS PV$0 01	-	11,137	12,132
713	DAIWA SECURITIES GROUP	-	4,000	4,421
268	DANAHER CORP DEL COM	-	21,850	26,886
123	DANONE-SPONS ADR	-	1,953	2,000
81	DANONE-SPONS ADR	-	1,353	1,317
77	DANONE-SPONS ADR	-	1,315	1,252
105	DBS GROUP HLDGS SPN ADR	-	8,724	9,802
333	DEUTSCHE POST AG SHS SP ADR	-	14,332	14,462

59	DIAGEO PLC SPSD ADR NEW	-	7,923	8,376
10	DIAGEO PLC SPSD ADR NEW	-	1,348	1,420
42	DIAGEO PLC SPSD ADR NEW	-	5,634	5,962
301	DOWDUPONT INC COM	-	19,239	19,035
16	DOWDUPONT INC COM	-	1,043	1,012
53	EAST WEST BANCORP INC	-	3,501	3,531
246	EAST WEST BANCORP INC	-	16,278	16,389
105	ECOLAB INC	-	13,929	15,201
11	ECOLAB INC	-	1,450	1,592
18	ECOLAB INC	-	2,473	2,606
54	EDWARDS LIFESCIENCESCRP	-	6,236	6,877
73	ELECTRONIC ARTS INC DEL	-	9,214	8,613
390	ENCANA CORP	-	4,589	4,867
285	EQT CORP	-	17,293	14,304
149	EXXON MOB IL CORP COM	-	11,549	11,585
75	FIRST REP BK SAN FRNCISC	-	7,761	6,965
382	G4S PLC SHS	-	7,424	6,826
115	GENL DYNAMICS CORP	-	23,094	23,151
243	GENPACT LTD HAMILTON	-	7,032	7,749
142	GENUINE PARTS CO	-	12,377	12,541
198	GILEAD SCIENCES INC COM	-	16,103	14,302
3	GILEAD SCIENCES INC COM	-	253	217
26	GILEAD SCIENCES INC COM	-	2,012	1,878
38	GILEAD SCIENCES INC COM	-	3,093	2,745
39	GILEAD SCIENCES INC COM	-	3,024	2,817
8	GILEAD SCIENCES INC COM	-	655	578
184	GIVAUDAN SA UNSP ADR	-	8,311	8,203
228	GLAXOSMITHKLINE PLC	-	8,855	9,145
771	GREEK ORGANISATION OF FOOTBALL	-	4,432	4,607
347	HALLIBURTON COMPANY	-	13,619	18,388
128	HASBRO INC COM	-	12,699	11,276
228	HEIDELBERGCEMENT AG SHS	-	4,379	4,455
139	HEINEKEN N V ADR	-	7,398	7,289
95	HENGAN INTL GROUP-UNSPON	-	4,065	4,298
131	HITACHI LTD 10 NEW ADR	-	8,638	10,002
12	HITACHI LTD 10 NEW ADR	-	857	916
525	HOME DEPOT INC	-	41,018	97,020
19	HOME DEPOT INC	-	3,175	3,511
8	HOME DEPOT INC	-	1,508	1,478
8	HOME DEPOT INC	-	1,439	1,478
367	HONDA MOTOR ADR NEW	-	10,184	12,610
200	HONEYWELL INTL INC	-	27,668	28,936
128	HOYA CORP	-	7,418	6,913
135	HP INC	-	2,886	2,901
72	HP INC	-	1,540	1,547
141	HP INC	-	3,448	3,030
187	HSBC HLDG PLC	-	8,994	9,399
108	HYATT HOTELS CORP	-	8,276	8,302
418	HYPERMARCAS S A-SPN	-	3,900	3,799
49	ILLINOIS TOOL WORKS INC	-	6,863	6,959
19	ILLINOIS TOOL WORKS INC	-	2,663	2,698
11	ILLINOIS TOOL WORKS INC	-	1,548	1,562
8	ILLINOIS TOOL WORKS INC	-	1,199	1,136
7	ILLINOIS TOOL WORKS INC	-	1,099	994
471	IMPERIAL BRANDS PLC	-	16,391	17,130

3,040	INCITEC PIVOT LTD-SPONS	-	8,358	8,846
1,421	INDRA SISTEMAS SA SHS	-	10,686	9,833
263	INFOSYS TECH LTD ADR	-	4,215	4,647
389	INTERCONTINENTAL EXCHANGE INC	-	25,778	28,187
307	INTESA SANPAOLO SPON ADR	-	6,364	7,018
127	INTL FLAVORS&FRAGRNC	-	17,576	17,940
178	INTL PAPER CO	-	9,183	9,178
33	IPG PHOTONICS CORP DEL	-	5,593	7,030
478	ITAU UNIBANCO BANCO HOLD SA	-	6,026	6,945
63	JACK HENRY & ASSOC INC	-	6,467	7,527
389	JAPAN TOBACCO INC	-	11,281	10,439
407	JOHNSON AND JOHNSON	-	54,687	51,481
43	JOHNSON AND JOHNSON	-	5,566	5,439
14	JOHNSON AND JOHNSON	-	1,990	1,771
11	JOHNSON AND JOHNSON	-	1,529	1,391
47	JOHNSON AND JOHNSON	-	5,960	5,945
484	JOHNSON CONTROLS INTER	-	18,358	16,393
111	JOHNSON CONTROLS INTER	-	4,204	3,760
532	JPMORGAN CHASE & CO	-	49,156	57,871
18	JPMORGAN CHASE & CO	-	1,928	1,958
193	KONE OYJEUR PAR ORDINARY	-	9,434	9,621
692	KROGER CO	-	16,023	17,431
270	KT CORP ADR	-	4,637	3,626
134	LAMB WESTON HOLDINGS INC REG SHS	-	7,952	8,753
22	LCI INDUSTRIES	-	2,752	2,097
41	LCI INDUSTRIES	-	5,031	3,907
8	LENNAR CORP CL B	-	352	342
433	LENNAR CORP CLA	-	23,055	22,901
38	LENNOX INTL INC	-	6,397	7,348
85	LOCKHEED MART IN CORP	-	26,007	27,271
3	LOCKHEED MARTIN CORP	-	932	963
146	LYONDELLBASELL INDUSTRIE	-	12,787	15,437
44	M&T BANK CORPORATION	-	7,984	8,020
47	MARSH & MCLENNAN COS INC	-	3,786	3,831
21	MARSH & MCLENNAN COS INC	-	1,698	1,712
306	MARSH & MCLENNAN COS INC	-	23,940	24,939
37	MARSH & MCLENNAN COS INC	-	3,058	3,016
24	MARSH & MCLENNAN COS INC	-	2,004	1,956
51	MARSH & MCLENNAN COS INC	-	4,284	4,157
117	MARTIN MARIETTA MATLS	-	24,001	22,788
548	MASCO CORP	-	20,649	20,753
235	MASTERCARD INC	-	31,147	41,893
8	MASTERCARD INC	-	1,062	1,426
223	MAXIM INTEGRATED PRODS	-	10,197	12,154
31	MAXIM INTEGRATED PRODS	-	1,495	1,690
131	MC CORMICK NON VTG	-	12,874	13,809
51	MCDONALDS CORP COM	-	8,283	8,539
9	MCDONALDS CORP COM	-	1,409	1,507
23	MCDONALDS CORP COM	-	3,729	3,851
28	MCDONALDS CORP COM	-	4,453	4,688
1	MCDONALDS CORP COM	-	168	167
8	MCDONALDS CORP COM	-	1,254	1,340
3	MCDONALDS CORP COM	-	496	502
621	MEDTRONIC PLC SHS	-	52,602	49,761
31	MEDTRONIC PLC SHS	-	2,496	2,484

49	MEDTRONIC PLC SHS	-	3,941	3,926
31	MEDTRONIC PLC SHS	-	2,454	2,484
12	METTLER-TOLEDO INTL INC	-	7,024	6,719
297	MICROCHIP TECHNOLOGY INC	-	24,979	24,847
1,567	MICROSOFT CORP	-	115,408	146,546
23	MICROSOFT CORP	-	1,759	2,151
11	MICROSOFT CORP	-	979	1,029
2,158	MITSUBISHI UFJ FINL GRP INC	-	13,636	14,415
64	MKS INSTRUMENTS INC COM	-	6,839	6,554
386	MONDELEZ INTERNATIONAL	-	17,153	15,247
65	MONOLITHIC PWR SYSTEMS INC	-	6,600	7,612
108	MYLAN N V	-	4,495	4,186
342	NAT FUEL GAS CO NJ $1	-	20,283	17,562
163	NESTLES A REP RG SH ADR	-	12,677	12,610
268	NEWCREST MNG LTD SPN ADR	-	4,588	4,264
205	NEXTERA ENERGY INC SHS	-	30,758	33,602
10	NEXTERA ENERGY INC SHS	-	1,499	1,639
349	NOVARTIS ADR	-	29,458	26,765
172	NOVARTIS ADR	-	13,752	13,191
14	NOVO NORDISK A S ADR	-	707	657
33	NOVO NORDISK A S ADR	-	1,515	1,549
73	NOVO NORDISK A S ADR	-	3,549	3,427
164	NSK LTD ADR	-	3,978	4,428
11	O' REIL LY AUTOMOTIVE INC	-	2,369	2,817
27	O' REILLY AUTOMOTIVE INC	-	5,456	6,914
19	O' REILLY AUTOMOTIVE INC	-	4,768	4,865
11	O' REILLY AUTOMOTIVE INC	-	2,658	2,817
54	OLD DOMINION FGHT LINES	-	7,468	7,228
320	OSHKOSH CORPORATION	-	23,843	23,091
309	PAYCHEX INC	-	17,448	18,716
49	PAYCHEX INC	-	3,179	2,968
66	PAYCOM SOFTWARE INC	-	7,242	7,538
511	PAYPAL HOLDINGS INC SHS	-	30,850	38,126
39	PAYPAL HOLDINGS INC SHS	-	3,089	2,910
463	PEPSICO INC	-	55,089	46,735
42	PEPSICO INC	-	5,201	4,239
56	PEPSICO INC	-	6,406	5,653
19	PEPSICO INC	-	2,199	1,918
673	PFI ZER INC	-	22,436	24,639
61	PFIZER INC	-	2,146	2,233
179	PHILIP MORR IS INTL INC	-	21,053	14,678
22	PHILIP MORRIS INTL INC	-	2,373	1,804
113	PHILIP MORRIS INTL INC	-	11,111	9,266
234	PHILLIPS 66 SHS	-	19,453	26,047
31	PHILLIPS 66 SHS	-	3,300	3,451
29	PHILLIPS 66 SHS	-	3,064	3,228
15	PHILLIPS 66 SHS	-	1,455	1,670
19	PHILLIPS 66 SHS	-	2,107	2,115
22	PHILLIPS 66 SHS	-	2,476	2,449
98	PIONEER NATURAL RES CO	-	12,831	19,752
968	PJSC GAXPROM ADR	-	3,735	4,414
54	POOL CORPORATION	-	5,839	7,496
90	POSCO SPN ADR	-	6,387	7,637
218	PPG INDUSTRIES INC SHS	-	22,618	23,082
690	PRADA S P A -UNSP ADR	-	5,140	7,065

61	PROCTER & GAMBLE CO	-	4,736	4,413
47	PROCTER & GAMBLE CO	-	4,359	3,400
3	PROCTER & GAMBLE CO	-	272	217
511	PROSIEBENSAT 1 MEDIA SE	-	4,714	4,604
54	PVH CORP	-	6,723	8,622
80	RAYMOND JAMES FINL INC	-	6,412	7,180
104	RAYTHEON CO DELAWARE NEW	-	18,532	21,314
6	RAYTHEON CO DELAWARE NEW	-	1,129	1,230
21	RAYTHEON CO DELAWARE NEW	-	3,822	4,304
6	RAYTHEON CO DELAWARE NEW	-	1,104	1,230
19	RAYTHEON CO DELAWARE NEW	-	4,080	3,894
11	REALTY INCM CRP MD PV$1 REIT	-	627	556
141	REALTY INCM CRP MD PV$1	-	8,105	7,122
22	REALTY INCM CRP MD PV$1 REIT	-	1,248	1,111
81	RESMED INC	-	5,896	7,666
179	RIO TINTO PLC SPNSRD ADR	-	8,072	9,836
299	ROCHE HLDG LTD SPN ADR	-	9,439	8,312
9	ROCHE HLDG LTD SPN ADR	-	267	250
13	ROCHE HLDG LTD SPN ADR	-	366	361
343	ROGERS COMMUNICATIONS B	-	15,263	16,193
202	ROSS STORES INC COM	-	10,937	16,332
36	ROSS STORES INC COM	-	2,311	2,911
44	ROSS STORES INC COM	-	3,430	3,557
31	ROSS STORES INC COM	-	2,489	2,506
27	ROSS STORES INC COM	-	2,068	2,183
623	ROYAL BK SCOTLAND GR ADR	-	4,258	4,660
111	ROYAL DUTCH SHELL PLC SPONS ADR A	-	6,075	7,759
110	RPC INC	-	2,765	1,981
227	RPC INC	-	5,145	4,088
357	SANOFI ADR	-	14,101	14,037
90	SCHEIN (HENRY) INC COM	-	7,649	6,840
320	SCHNEIDER ELEC SE ADR	-	5,156	5,587
118	SCHWAB CHARLES CORP NEW	-	5,011	6,570
55	SCHWAB CHARLES CORP NEW	-	2,413	3,062
70	SCHWAB CHARLES CORP NEW	-	3,188	3,898
57	SCHWAB CHARLES CORP NEW	-	2,467	3,174
28	SCHWAB CHARLES CORP NEW	-	1,260	1,559
46	SCHWAB CHARLES CORP NEW	-	2,381	2,561
21	SCHWAB CHARLES CORP NEW	-	1,090	1,169
139	SEMPRA ENERGY	-	16,287	15,540
17	SEMPRA ENERGY	-	1,996	1,901
89	SENSATA TECHNOLOGIES HLDG PLC REGISTE	-	3,940	4,514
203	SGS SA ADR	-	4,917	4,921
51	SHINHAN FINL GRP SP ADR	-	2,478	2,276
15	SHINHAN FINL GRP SP ADR	-	753	669
9	SHINHAN FINL GRP SP ADR	-	441	402
30	SIMON PROPERTY GROUP DEL REIT	-	4,751	4,690
23	SIMON PROPERTY GROUP DEL REIT	-	3,616	3,596
47	SNAP ON INC COM	-	7,116	6,827
394	SONIC HEALTHCARE LTD SHS ADR	-	7,013	7,060
91	SONY CORP ADR NEW	-	3,587	4,171
750	SPDR GOLD TRUST	85,988	-	-
151	SS AND C TECHNOLOGIES HOLDINGS INC	-	6,124	7,497
206	STANDARD LIFE ABERDEEN PLC	-	4,724	4,223
57	STANLEY BLACK & DECKER INC	-	9,701	8,071

11	STANLEY BLACK & DECKER INC	-	1,849	1,557
21	STANLEY BLACK & DECKER INC	-	3,002	2,973
53	STARBU CKS CORP	-	2,936	3,051
67	STARBU CKS CORP	-	3,775	3,857
55	STARBUCKS CORP	-	3,034	3,166
82	STERIS PLC SHS	-	7,409	7,751
893	SUMITOMO MITSUI-UNSPONS ADR	-	6,778	7,501
969	SVENSKA HANDELSBANKEN AB SHS	-	5,824	5,373
87	SYNOPSYSINC	-	6,910	7,439
229	TAIWAN S MANUFCTRING ADR	-	9,957	8,805
452	TELECOM ITALIA S P A NEW	-	4,590	4,525
60	TELUS CORP COM	-	2,130	2,147
407	TELUS CORP COM	-	14,198	14,567
242	TEVA PHARMACTCL INDS ADR	-	4,575	4,351
325	TEXAS INSTRUMENTS	-	26,733	32,965
17	TEXAS INSTRUMENTS	-	1,389	1,724
30	TEXAS INSTRUMENTS	-	2,892	3,043
133	TEXAS ROADHOUSE INC-CL A	-	6,624	8,523
135	THERMO FISHER SCIENTIFIC INC	-	23,745	28,397
75	THYSSENKRUPP AG-SPON	-	2,333	1,964
249	TIME WARNER INC SHS	-	25,369	23,605
30	TIME WARNER INC SHS	-	3,079	2,844
38	TIME WARNER INC SHS	-	3,529	3,602
36	TIME WARNER INC SHS	-	3,438	3,413
17	TIME WARNER INC SHS	-	1,622	1,612
123	TOTAL S A SP ADR	-	6,216	7,701
37	TOTAL S A SP ADR	-	2,089	2,317
43	TOTAL S A SP ADR	-	2,434	2,692
32	TRACTOR SUPPLY CO	-	2,249	2,176
38	TRACTOR SUPPLY CO	-	2,893	2,584
52	TRACTOR SUPPLY CO	-	3,644	3,536
121	TRAVELSKY TECHNOLOGY LTD	-	3,335	3,590
760	TURKIYE GRTI BK SPN ADR	-	2,332	1,680
709	TURKIYE GRTI BK SPN ADR	-	2,217	1,567
427	UBS GROUP AG NAMEN-AKT	-	7,296	7,174
74	UBS GROUP AG NAMEN-AKT	-	1,286	1,243
263	UNILEVER NV NY REG SHS	-	14,764	15,023
376	UNILEVER NV NY REG SHS	-	22,157	21,477
28	UNITED PARCEL SVC CL B	-	3,216	3,178
14	UNITED PARCE L SVC CL B	-	1,456	1,589
	UNITED PARCEL SVC CL B	-	109	114
9	UNITED TECHS CORP COM	-	1,059	1,081
75	UNITED TECHS CORP COM	-	9,238	9,011
16	US BANCORP	-	845	807
127	US BANCORP	-	6,352	6,407
89	US BANCORP	-	4,462	4,490
84	VALERO ENERGY CORP NEW	-	4,586	9,318
29	VALERO ENERGY CORP NEW	-	2,707	3,217
15	VALERO ENERGY CORP NEW	-	1,395	1,664
1,896	VANGUARD FTSE EMERGING MARKETS	60,005	-	-
204	VENTAS INC REIT	-	13,597	10,490
158	VODAFONE GROUP PLC SHS ADR	-	4,589	4,647
53	WABCO HOLDINGS INC	-	7,346	6,836
276	WALGREENS BOOTS ALLIANCE INC	-	22,432	18,340
139	WALMART INC	-	13,745	12,296

23	WALMART INC	-	2,257	2,035
12	WALMART INC	-	1,192	1,062
336	WEC ENERGY GROUP INC SHS	-	21,708	21,598
7	WEC ENERGY GROUP INC SHS	-	477	450
20	WEC ENERGY GROUP INC SHS	-	1,309	1,286
17	WELLS FARGO & CO NEW DEL	-	895	883
122	WELLS FARGO & CO NEW DEL	-	6,285	6,339
14,114	WESTERN ASSET SMASH SERIES C FUND	-	137,894	135,636
38,942	WESTERN ASSET SMASH SERIES EC FUND	-	374,311	350,867
37,177	WESTERN ASSET SMASH SERIES M FUND	-	407,780	394,076
337	WHITBREAD PLC AMERICAN	-	4,306	5,062
1,341	WIENERBERGER BAUST SPADR	-	6,408	6,799
442	WIL LIAMS COMPANIES DEL	-	13,042	11,373
1,100	WISDOMTREE TRUST JAPAN HEDGED	50,318	-	-
67	WPP PLC NEW/ADR	-	6,136	5,737
12	WPP PLC NEW/ADR	-	1,096	1,027
175	ZOETIS INC	-	13,958	14,609
27	ZOETIS INC	-	2,242	2,254
		1,248,555	4,457,620	4,679,902

The Miller Charitable Foundation, Inc.
Tax Schedule
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72-1373232

Part II, Line 10c

Corporate Bonds

		Book Beg of Year	Book End of Year	FMV
27,000	CITIGROUP INC	-	28,051	26,244
16,000	ENTERPRISE PRODUCTS OPER	-	19,187	18,344
21,000	GENERAL ELEC CAP CORP	-	26,989	23,843
34,000	JPMORGAN CHASE & CO	-	35,760	34,945
36,000	MICROSOFT CORP	-	36,723	34,541
18,000	MORGAN STANLEY	-	18,230	17,113
28,000	SHELL INTERNATIONAL FIN	-	26,935	25,921
32,000	VERIZON COMMUNICATIONS	-	35,322	34,410
18,000	BP CAPITAL MARKETS PLC	-	18,749	17,871
18,000	WELLS FARGO & COMPANY	-	18,444	17,167
9,000	WELLS FARGO & COMPANY	-	9,141	8,583
26,000	GOLDMAN SACHS GROUP INC	-	27,297	26,119
17,000	GOLDMAN SACHS GROUP INC	-	17,998	17,078
1,000	GOLDMAN SACHS GROUP INC	-	1,052	1,005
		-	319,879	303,185

The Miller Charitable Foundation, Inc.
Tax Schedule
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72-1373232

Part VIII, 1

	Title	Comp	Benefit	Allowance
Nancy M Melton 20 Valhalla Drive Evergreen, AL 36401	President	None	None	None
J Richard Miller, III 33045 Waterview Dr W Loxley, AL 36551	Secretary/ Treasurer	None	None	None
David Earl Miller P O Box 40 Port St Joe, FL 32457	Director	None	None	None
Jean Miller Stimpson 65 Oakland Avenue Mobile, AL 36608	Director	None	None	None

The Miller Charitable Foundation, Inc.
Tax Schedule
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Part XV, Line 3a

Recipient	Relationship	Status	Purpose	Amount
Alabama Baptist Children's Home P O Box 361767 Birmingham, AL 35236-1767	None	Qualified	Unrestricted contribution	30,000
The United Methodist Children's Home 1967 Lakeside Parkway Building 400 Tucker, GA 30084	None	Qualified	Unrestricted contribution	25,000
The Chapel at Steelwood Foundation 31925 Steelwood Ridge Road Loxley, AL 36551	None	Qualified	Unrestricted contribution	22,000
Auburn University Foundation 317 South College Street Auburn, AL 36849	None	Qualified	Unrestricted contribution	20,000
Wilmer Hall 3811 Old Shell Road Mobile, AL 36608	None	Qualified	Unrestricted contribution	20,000
Middlebridge School 333 Ocean Road Narragansett, RI 02882	None	Qualified	Unrestricted contribution	15,000
UAB Department of Neurosurgery 510 Twentieth St South Birmingham, AL 35294-3410	None	Qualified	Unrestricted contribution	15,000
Alabama Wildlife Federation 3050 Lanark Road Millbrook, AL 36054	None	Qualified	Unrestricted contribution	10,000
UAB Comprehensive Cancer Center 1530 3rd Ave S Birmingham, AL 35294-3300	None	Qualified	Unrestricted contribution	10,000
University of Alabama Law School Foundatior P O Box 870382 Tuscaloosa, AL 35487-0382	None	Qualified	Unrestricted contribution	10,000
Women's Resource Center 308 South Sage Avenue Mobile, AL 36606	None	Qualified	Unrestricted contribution	7,500
Alabama Sheriff's Youth Ranch 4450 Ligon Springs Road Russellville, AL 32654	None	Qualified	Unrestricted contribution	5,000
American Cancer Society 1110 Montlimar Dr, Suite 420 Mobile, AL 36609	None	Qualified	Unrestricted contribution	5,000
Big Brother Big Sister 101 N Water Street Mobile, AL 36602	None	Qualified	Unrestricted contribution	5,000
Big Oak Ranch PO Box 507 Springville, AL 35146	None	Qualified	Unrestricted contribution	5,000
Camp Rap A Hope 2701 Airport Blvd Mobile, AL 36606	None	Qualified	Unrestricted contribution	5,000

The Miller Charitable Foundation, Inc.
Tax Schedule
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Part XV, Line 3a (continued)

Recipient	Relationship	Status	Purpose	Amount
Evergreen Baptist Church 107 Park Street Evergreen, AL 36401	None	Qualified	Unrestricted contribution	5,000
Florida Sheriff's Youth Ranch 2486 Cecil Webb Place Live Oak, FL 32064	None	Qualified	Unrestricted contribution	5,000
JH Outback 402 Office Park Drive Suite 310 Birmingham, AL 35223	None	Qualified	Unrestricted contribution	5,000
Home of Grace 394 Aldock Rd Eight Mile, AL 36613	None	Qualified	Unrestricted contribution	5,000
Mountain Brook City School Foundation 32 Vine Street Mountain Brook, AL 35213	None	Qualified	Unrestricted contribution	5,000
Paws Cross Dog Rescue, Inc 110 Wilson Street Brewton, AL 36426	None	Qualified	Unrestricted contribution	5,000
Prichard Preparatory School PO Box 617 Saraland, AL 36571	None	Qualified	Unrestricted contribution	5,000
St Joseph Bay Humane Society P O Box 361 Port St Joe, FL 32457	None	Qualified	Unrestricted contribution	5,000
The Medical Center Foundation 2150 Limestone Parkway Suite 115 Gainesville, GA 30501	None	Qualified	Unrestricted contribution	5,000
UMS-Wright Preparatory School 65 N Mobile Street Mobile, AL 36607	None	Qualified	Unrestricted contribution	5,000
Brewton First United Methodist Church PO Box 289 Brewton, AL 36427	None	Qualified	Unrestricted contribution	4,000
Downtown Parks Conservancy 20 S Royal Street Mobile, AL 36602	None	Qualified	Unrestricted contribution	4,000
United Methodist Children's Home 3140 Zelda Ct Montgomery, AL 36106	None	Qualified	Unrestricted contribution	4,000
Florida Coastal Conservancy P O Box 611 Port St Joe, FL 32457	None	Qualified	Unrestricted contribution	3,000
Air Commando Foundation P O Box 7 Mary Esther, FL 32569	None	Qualified	Unrestricted contribution	2,500

The Miller Charitable Foundation, Inc.
Tax Schedule
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Part XV, Line 3a (continued)

Recipient	Relationship	Status	Purpose	Amount
Balloon Federation of America P O Box 400 Indianola, IA 50125	None	Qualified	Unrestricted contribution	2,500
Boy Scouts of America PO Box 467 Brewton, AL 36427	None	Qualified	Unrestricted contribution	2,500
Education Foundation of Gulf County 150 Middle School Road Port St Joe, FL 32456	None	Qualified	Unrestricted contribution	2,500
Goodwill Easter Seals of the Gulf Coast 2448 Gordon Smith Drive Mobile, AL 36617	None	Qualified	Unrestricted contribution	2,500
Greater Brewton Foundation PO Box 87 Brewton, AL 36427	None	Qualified	Unrestricted contribution	2,500
Gulf County Scholarship Trust P O Box 1094 Port St Joe, FL 32457	None	Qualified	Unrestricted contribution	2,500
JH Ranch Israel 402 Office Park Drive Suite 215 Birmingham, AL 35223	None	Qualified	Unrestricted contribution	2,500
McKemie Place P O Box 9082 Mobile, AL 36691	None	Qualified	Unrestricted contribution	2,500
Mulherin Custodial House 2496 Halls Mill Road Mobile, AL 36606	None	Qualified	Unrestricted contribution	2,500
Penelope House P O Box 9127 Mobile, AL 36691	None	Qualified	Unrestricted contribution	2,500
Salvation Army PO Box 1025 Mobile, AL 36633	None	Qualified	Unrestricted contribution	2,500
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	Qualified	Unrestricted contribution	2,500
The Humane Society of Franklin County 244 State Hwy 65 Eastpoint, FL 32328	None	Qualified	Unrestricted contribution	2,500
The Hughston Foundation, Inc P O Box 9517 Colulmbus, GA 31908	None	Qualified	Unrestricted contribution	2,500
Boys & Girls Club P O Box 6724 Mobile, AL 36660	None	Qualified	Unrestricted contribution	1,000

The Miller Charitable Foundation, Inc.
Tax Schedule
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Part XV, Line 3a (continued)

Recipient	Relationship	Status	Purpose	Amount
Drug Education Council 3000 Television Avenue Mobile, AL 36606	None	Qualified	Unrestricted contribution	1,000
Illustrious Women of Vision P O Box 1592 Brewton, AL 36427	None	Qualified	Unrestricted contribution	1,000
Mobile Ballet 4351 Downtowner Loop, N Mobile, AL 36609	None	Qualified	Unrestricted contribution	1,000
Mobile Opera 257 Dauphin Street Mobile, AL 36602	None	Qualified	Unrestricted contribution	1,000
Mobile Symphony 257 Dauphin Street Mobile, AL 36602	None	Qualified	Unrestricted contribution	1,000
The Nature Conservancy 2100 1st Avenue North Birmingham, AL 35210	None	Qualified	Unrestricted contribution	1,000
Victory Health Partners 3750 Professional Parkway Mobile, AL 36609	None	Qualified	Unrestricted contribution	1,000
				320,000

The Miller Charitable Foundation, Inc.
Tax Schedule
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Schedule B (Form 990-PF)
Part II

No 1
Estate of John R Miller Jr

		Basis
3363	Apple Inc Common	290,361 42
2166	Becton Dickinson & Co	251,256 00
5850	Cisco Systems, Inc	142,799 00
900	Fedex Corp	124,974 00
2940	Home Depot Inc	229,702 51
3600	Mid-America Apartment Communities, Inc	258,705 00

Total Stock 1,297,797 93

No 2
Estate of Virginia K Miller

1,000	AFLAC, INC	61,965 00
444	ALCOA INC COM	42,298 99
2,000	ALTRIA GROUP, INC COM	80,780 00
3,000	AMERICA MOVIL - SERIES L	60,375 00
1,333	Arconic Inc	10,516 52
4131	Chevrontexaco Corp com	510,798 15
1,080	MMA - was COLONIAL	77,655 66
222	CST Brands Inc	6,792 09
2395	Deere And Co	214,795 57
1,000	Ensco Intl Inc Com	50,390 00
2,425	GILEAD SCIENCES	197,225 25
2,000	Vaneck/MARKET VECTORS COAL ETF	37,495 50
3,000	MERCK & COMPANY	169,125 00
10,864	REGIONS FINANCIAL CORP NEW	109,563 44
1,000	Sanofi Aventis Contht Val Rts	500 00
285 000	SYNOVUS FINANCIAL CORP	6,307 05
125	Target Corp	7,098 75
1,000	TRANSOCEAN INC	41,695 00
2,000	VALERO ENERGY NEW	109,190 00

Total Stock 1,794,566 97