

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.

For calendar year 2017 or tax year beginning

DEC 1, 2017

, and ending

NOV 30, 2018

Name of foundation

**STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION**

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

2424 HAZARD

A Employer identification number

74-2187638

B Telephone number

713-526-3230C If exemption application is pending, check here ► *b*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 ► G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: Cash Accrual Other (specify) _____► \$ **1,464,141.** (Part I, column (d) must be on cash basis.)**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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	389.	389.		STATEMENT 1
4	Dividends and interest from securities	65,673.	65,673.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	16,163.			
7	Capital gain net income (from Part IV, line 2)		16,163.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns				
10a	and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	82,225.	82,225.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	2,786.	2,786.	0.
b	Accounting fees	STMT 4	2,500.	2,500.	0.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 5	110.	110.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	3,373.	3,373.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		8,769.	8,769.	0.
25	Contributions, gifts, grants paid		73,448.		73,448.
26	Total expenses and disbursements. Add lines 24 and 25		82,217.	8,769.	73,448.
27	Subtract line 26 from line 12:		8.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		73,456.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	60,532.	242,367.	242,367.	
	2	Savings and temporary cash investments				
	3	Accounts receivable ►				
		Less: allowance for doubtful accounts ►	5,000.		5,000.	
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use		5.	5.	
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	564,811.	467,385.	363,574.
	c	Investments - corporate bonds	STMT 8	605,000.	520,594.	635,871.
	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ►	205,725.	205,725.	205,725.	180,000.
		Less accumulated depreciation ►				
	15	Other assets (describe ► ARTWORK)		37,324.	37,324.	37,324.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,478,392.	1,473,400.	1,464,141.
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				
	22	Other liabilities (describe ► DUE TO BLO 16)		2,211.	0.	
	23	Total liabilities (add lines 17 through 22)		2,211.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
		and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		1,293,719.	1,293,719.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		182,462.	179,681.	
	30	Total net assets or fund balances		1,476,181.	1,473,400.	
	31	Total liabilities and net assets/fund balances		1,478,392.	1,473,400.	

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	1,476,181.
2	Enter amount from Part I, line 27a	2	8.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,476,189.
5	Decreases not included in line 2 (itemize) ► PY ADJUSTMENT - A/R & A/P BALANCES	5	2,789.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,473,400.

Form 990-PF (2017)

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

Form 990-PF (2017)

74-2187638

Page 3

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.)
1a BLACKROCK MULTI ASSET			P		
b PPL ENERGY SUPPLY, LLC			P		
c SEADRILL, LTD.			P		
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 566.					566.
b 15,594.					15,594.
c 3.					3.
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) 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					566.
b					15,594.
c					3.
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		16,163.
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). If (loss), enter -0- in Part I, line 8.	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.		3		N/A

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	63,461.	1,308,649.	.048494
2015	0.	0.	.000000
2014	61,517.	1,455,448.	.042267
2013	71,997.	1,416,147.	.050840
2012	78,871.	1,448,692.	.054443

2 Total of line 1, column (d)	2	.196044
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	.039209
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,309,029.
5 Multiply line 4 by line 3	5	51,326.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	735.
7 Add lines 5 and 6	7	52,061.
8 Enter qualifying distributions from Part XII, line 4	8	73,448.

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.

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

Form 990-PF (2017)

74-2187638

Page 4

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 ► <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	735.
b Domestic foundations that meet the section 1940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b		
c All other domestic foundations enter 2% of line 2b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3 Add lines 1 and 2	3	735.
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	735.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	644.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	644.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	91.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ►	11	
	Refunded	

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 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.	1b	X
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? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	4b	
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?	5	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	N/A	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► NONE		
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 1942(j)(3) or 1942(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

Form 990-PF (2017)

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

Form 990-PF (2017)

74-2187638

Page 5

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? Website address ► N/A	13	X
14 The books are in care of ► MRS. MARILYN MILES Located at ► 2424 HAZARD, HOUSTON, TX Telephone no. ► 713-526-3230 ZIP+4 ► 77019		
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	N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X 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	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes	X 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.)	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.	2b	
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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.)	N/A	
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

Form 990-PF (2017)

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

Form 990-PF (2017)

74-2187638

Page 6

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance, check here	► <input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	X	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
STEPHEN WARREN MILES 2424 HAZARD HOUSTON, TX 77019	PRES/TREASURER 1.00	0.	0.	0.
MARILYN ROSS MILES 2424 HAZARD HOUSTON, TX 77019	VP/SEC 1.00	0.	0.	0.
STEPHEN WARREN MILES, JR 2424 HAZARD HOUSTON, TX 77019	DIRECTOR 1.00	0.	0.	0.
EDWARD ROSS MILES 2424 HAZARD HOUSTON, TX 77019	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				
Total number of other employees paid over \$50,000				0

Form 990-PF (2017)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	Expenses
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
All other program-related investments. See instructions.		
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	1,212,542.
b	Average of monthly cash balances	1b	116,421.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,328,963.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,328,963.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,934.
5	Not value of noncharitable-use assets. Subtract line 1 from line 3. Enter here and on Part V, line 1	5	1,309,029.
6	Minimum investment return. Enter 5% of line 5	6	65,451.

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	65,451.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	735.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	735.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,716.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,716.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,716.

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	73,448.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	73,448.
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	5	735.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,713.

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.

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

Form 990-PF (2017)

74-2187638

Page 9

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				64,716.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	8,797.			
b From 2013	2,623.			
c From 2014	34,816.			
d From 2015	59,511.			
e From 2016				
f Total of lines 3a through e	105,747.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 73,448.			0.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount			64,716.	
e Remaining amount distributed out of corpus	8,732.			0.
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:	114,479.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	8,797.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	105,682.			
10 Analysis of line 9:				
a Excess from 2013	2,623.			
b Excess from 2014	34,816.			
c Excess from 2015	59,511.			
d Excess from 2016				
e Excess from 2017	8,732.			

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

74-2187638 Page 11

Form 990-PF (2017)

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF OUR LADY OF PEACE 4860 OREGON ST. SAN DIEGO, CA 92116	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
ADOPT A PLATOON P.O. BOX 234 LOZANO, TX 78568	N/A	PUBLIC CHARITY	GENERAL PURPOSE	33.
AIDS FOUNDATION HOUSTON 6260 WESTPARK DR., SUITE 100 HOUSTON, TX 77057	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
AMERICAN CIVIL RIGHTS 450 MULBERRY ST. MEMPHIS, TN 38103	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
ATHENAEUM 551 SOUTH HILL AVENUE PASADENA, CA 91106	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 73,448.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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				14 389.
4 Dividends and interest from securities				14 65,673.
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				14 16,163.
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)			0.	82,225.
13 Total. Add line 12, columns (b), (d), and (e)				0.
(See worksheet in line 13 instructions to verify calculations.)				

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

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

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
- (2) Other assets

- 8 Other transactions.
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising activities

e. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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
N/A		

**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.

May the IRS discuss this return with the preparer shown below? See instr

Signature of officer or trustee		Date/	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	ELIZABETH O. BUNK	<i>Elizabeth Bunk</i>	2/22/19	P00244694	
	Firm's name ► WEAVER & TIDWELL, LLP			Firm's EIN ► 75-0786316	
Firm's address ► 24 GREENWAY PLAZA, SUITE 1800 HOUSTON, TX 77046			Phone no. 713.850.8787		

STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

74-2187638

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BATTLESHIP TEXAS FOUNDATION ONE RIVERWAY, SUITE 2200 HOUSTON, TX 77056	N/A	PUBLIC CHARITY	GENERAL PURPOSE	999.
BOYS & GIRLS CLUB OF CAPE COD 31 FRANK E. HICKS DR. MASHPEE, MA 02649	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
BOYS TOWN 14100 CRAWFORD ST. BOYS TOWN, NE 68010	N/A	PUBLIC CHARITY	GENERAL PURPOSE	30.
CHAIN DES ROTISSEURS 285 MADISON AVENUE MADISON, NJ 07940	N/A	PUBLIC CHARITY	GENERAL PURPOSE	275.
CIVIL WAR PRESERVATION 1156 15TH STREET NW, SUITE 900 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,440.
CORNELL UNIVERSITY CORNELL UNIVERSITY ITHACA, NY 14850	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
EISENHOWER LIBRARY 200 S E 4TH ST ABILENE, KS 67410	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
FILM SOCIETY OF LINCOLN CENTER 70 LINCOLN CENTER PLAZA #4 NEW YORK, NY 10023	N/A	PUBLIC CHARITY	GENERAL PURPOSE	235.
FRIENDS NATIONAL WWII MUSEUM 945 MAGAZINE ST NEW ORLEANS, LA 70130	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
FRIENDS OF SMITHSONIAN 600 MARYLAND AVE SW WASHINGTON, DC 20002	N/A	PUBLIC CHARITY	GENERAL PURPOSE	65.
Total from continuation sheets				72,115.

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STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

74-2187638

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GENERAL PLATOON P.O. BOX 1111 FAIR LAWN, NJ 07410	N/A	PUBLIC CHARITY	GENERAL PURPOSE	75.
HOUSTON SYMPHONY 1220 AUGUSTA DR., SUITE 250 HOUSTON, TX 77057	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,770.
LA JOLLA HISTORICAL SOCIETY 7846 EADS AVENUE LA JOLLA, CA 92037	N/A	PUBLIC CHARITY	GENERAL PURPOSE	370.
LA JOLLA MUSIC SOCIETY 7946 IVANHOE AVENUE LA JOLLA, CA 92037	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD. HOUSTON, TX 77030	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
MEMORIAL DAY FOUNDATION 33 ORIENT AVENUE BROOKLYN, NY 11211	N/A	PUBLIC CHARITY	GENERAL PURPOSE	25.
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	N/A	PUBLIC CHARITY	GENERAL PURPOSE	200.
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,719.
NATIONAL MOUNTED WARFARE 207 SOUTH 3RD ST, SUITE 100 COPPERAS COVE, TX 76522	N/A	PUBLIC CHARITY	GENERAL PURPOSE	45.
ORDER OF ST JOHN 1850 M STREET, NW, SUITE 1070 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
Total from continuation sheets				

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STEPHEN WARREN MILES & MARILYN ROSS
MILES FOUNDATION

74-2187638

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PATRONS OF PRADO - PARK OF SD P.O. BOX 928530 SAN DIEGO, CA 92192	N/A	PUBLIC CHARITY	GENERAL PURPOSE	29,297.
PRO ENGLISH 20 F. STREET NW, 7TH FLOOR WASHINGTON, DC 20001	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100.
ROYAL OAK AMERICAN 20 W 44TH STREET, SUITE 606 NEW YORK, NY 10036	N/A	PUBLIC CHARITY	GENERAL PURPOSE	305.
SAN DIEGO ZOO 2920 ZOO DR. SAN DIEGO, CA 92101	N/A	PUBLIC CHARITY	GENERAL PURPSON	2,260.
SOCIAL MOTION SKILLS 1450 WEST SAM HOUSTON PKWY. N. HOUSTON, TX 77043	N/A	PUBLIC CHARITY	GENERAL PURPOSE	8,850.
SOLDIERS ANGELS 2700 NE LOOP 410, SUITE 310 SAN ANTONIO, TX 78217	N/A	PUBLIC CHARITY	GENERAL PURPOE	25.
ST. MADELEINE SOPHIES 4400 130 PLACE ST BELLEVUE, WA 98006	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000.
TUTS 800 BAGBY, SUITE 200 HOUSTON, TX 77002	N/A	PUBLIC CHARITY	GENERAL PURPOSE	185.
UCSD FOUNDATION 3333 N. TORREY PINES COURT, SUITE 200 LA JOLLA, CA 92037	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000.
Total from continuation sheets				

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MILES FOUNDATION

74-2187638

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
US TERM LIMITS 1250 CONNECTICUT AVENUE NW, SUITE 200 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	GENERAL PURPOSE	50.
VFW 7326 TEXARKANA ST HOUSTON, TX 77020	N/A	PUBLIC CHARITY	GENERAL PURPOSE	200.
VIETNAM VETERANS AMERICA 8719 COLESVILLE ROAD, SUITE 100 SILVER SPRING, MD 20910	N/A	PUBLIC CHARITY	GENERAL PURPOSE	20.
WHITNEY MUSEUM OF AMERICAN ART 99 GANSEVOORT ST NEW YORK, NY 10014	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,200.
WORLD WAR II VETERANS 945 MAGAZINE ST NEW ORLEANS, LA 70130	N/A	PUBLIC CHARITY		400.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A	PUBLIC CHARITY	GENERAL PURPOSE	75.

Total from continuation sheets

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74-2187638

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	389.	389.	
TOTAL TO PART I, LINE 3	389.	389.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	23,014.	0.	23,014.	23,014.	
JP MORGAN BONDS	42,659.	0.	42,659.	42,659.	
TO PART I, LINE 4	65,673.	0.	65,673.	65,673.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,786.	2,786.		0.
TO FM 990-PF, PG 1, LN 16A	2,786.	2,786.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	2,500.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	2,500.		0.

STEPHEN WARREN MILES & MARILYN ROSS MILE

74-2187638

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	110.	110.		0.
TO FORM 990-PF, PG 1, LN 18	110.	110.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,413.	2,413.		0.
BANK FEES	960.	960.		0.
TO FORM 990-PF, PG 1, LN 23	3,373.	3,373.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK MULTI ASSET CORPORATE STOCKS AND OTHER SECURITIES	204,896. 262,489.	191,409. 172,165.
TOTAL TO FORM 990-PF, PART II, LINE 10B	467,385.	363,574.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

BONDS AND OTHER SECURITIES

520,594.

635,871.

TOTAL TO FORM 990-PF, PART II, LINE 10C

520,594.

635,871.