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# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

# 2004

Department of the Treasury  
Internal Revenue Service

*Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.*

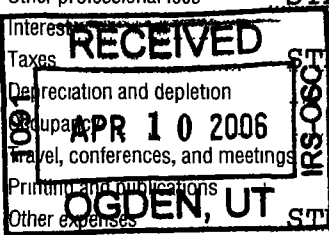
For calendar year **2004**, or tax year beginning **DEC 1, 2004**, and ending **NOV 30, 2005**

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

<p><b>Use the IRS label.</b> Name of organization <b>HERMAN AND FRIEDA L. MILLER FOUNDATION</b></p> <p><b>Otherwise, print or type.</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>77 SUMMER STREET - 8TH FLOOR</b></p> <p><b>See Specific Instructions.</b> City or town, state, and ZIP code <b>BOSTON, MA 02110-1006</b></p>	<p><b>A Employer identification number</b> <b>13-7131926</b></p> <p><b>B Telephone number</b> <b>617-426-7080</b></p> <p><b>C</b> If exemption application is pending, check here <input type="checkbox"/></p> <p><b>D 1.</b> Foreign organizations, check here <input type="checkbox"/></p> <p><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>
<p><b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>	
<p><b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>45,386,522.</b> (Part I, column (d) must be on cash basis.)</p> <p><b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	24,782.	24,782.		<b>STATEMENT 1</b>
<b>4</b> Dividends and interest from securities	1,947,124.	1,958,987.		<b>STATEMENT 2</b>
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,114,708.			
<b>b</b> Gross sales price for all assets on line 6a	4,744,069.			
<b>7</b> Capital gain net income (from Part IV, line 2)		1,114,708.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income	197,916.	0.	0.	<b>STATEMENT 3</b>
<b>12</b> Total. Add lines 1 through 11	3,284,530.	3,098,477.	0.	
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees				
<b>b</b> Accounting fees	3,245.	0.	0.	3,245.
<b>c</b> Other professional fees	49,346.	0.	0.	49,346.
<b>17</b> Interest				
<b>18</b> Taxes	32,589.	589.	0.	0.
<b>19</b> Depreciation and depletion				
<b>20</b> Repairs				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses	723.	0.	0.	723.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	85,903.	589.	0.	53,314.
<b>25</b> Contributions, gifts, grants paid	2,518,952.			2,518,952.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	2,604,855.	589.	0.	2,572,266.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements	679,675.			
<b>b</b> Net investment income (if negative, enter -0-)		3,097,888.		
<b>c</b> Adjusted net income (if negative, enter -0-)			0.	

SCANNED APR 28 2006  
Operating and Administrative Expenses



v

<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	1	Cash - non-interest-bearing		3,997.	3,522.	3,522.
	2	Savings and temporary cash investments		209,290.	287,188.	287,188.
	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				
	7	Other notes and loans receivable ▶				
		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 <b>STMT 8</b>		27,044,425.	27,143,828.	27,143,828.
	b	Investments - corporate stock <b>STMT 9</b>		9,563,494.	9,479,551.	9,479,551.
	c	Investments - corporate bonds <b>STMT 10</b>		1,813,048.	2,413,461.	2,413,461.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 11</b>		4,936,385.	5,930,061.	5,930,061.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ <b>PENDING TRADE</b> )		0.	128,911.	128,911.	
16	<b>Total assets</b> (to be completed by all filers)		<b>43,570,639.</b>	<b>45,386,522.</b>	<b>45,386,522.</b>	
<b>Liabilities</b>	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 ▶)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	Organizations 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				
	Organizations 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		35,086,060.	35,086,060.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		8,484,579.	10,300,462.	
30	<b>Total net assets or fund balances</b>		<b>43,570,639.</b>	<b>45,386,522.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>43,570,639.</b>	<b>45,386,522.</b>		

**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	43,570,639.
2	Enter amount from Part I, line 27a	2	679,675.
3	Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN</b>	3	1,136,208.
4	Add lines 1, 2, and 3	4	45,386,522.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,386,522.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	<b>CORPORATE STOCK</b>	P	VARIOUS	VARIOUS
<b>b</b>	<b>CORPORATE STOCK</b>	P	VARIOUS	VARIOUS
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 4,503,864.		3,404,480.	1,099,384.	
<b>b</b> 240,205.		224,881.	15,324.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			1,099,384.	
<b>b</b>			15,324.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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	1,114,708.
<b>3</b> 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 )			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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2003	2,329,351.	42,417,851.	.0549144
2002	1,680,756.	39,739,329.	.0422945
2001	1,653,197.	36,549,667.	.0452315
2000	391,822.	34,718,583.	.0112857
1999	260,139.	4,952,316.	.0525288
<b>2</b> Total of line 1, column (d)			2 .2062549
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .0412510
<b>4</b> Enter the net value of noncharitable-use assets for 2004 from Part X, line 5			4 46,122,081.
<b>5</b> Multiply line 4 by line 3			5 1,902,582.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			6 30,979.
<b>7</b> Add lines 5 and 6			7 1,933,561.
<b>8</b> Enter qualifying distributions from Part XII, line 4 (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.)			8 2,572,266.

**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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	30,979.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	30,979.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	30,979.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2004 estimated tax payments and 2003 overpayment credited to 2004	6a	39,448.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	39,448.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,469.
11	Enter the amount of line 10 to be: <b>Credited to 2005 estimated tax</b> <input type="checkbox"/> <b>8,469.</b> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11	X	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 organization in connection with the activities.

1c Did the organization file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the organization. ▶ \$ 0. (2) On organization managers. ▶ \$ 0.

3 Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ 0.

2 Has the organization engaged in any activities that have not previously been reported to the IRS?  
If "Yes," attach a detailed description of the activities.

3 Has the organization 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

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T.

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?

7 Did the organization have at least \$5,000 in assets at any time during the year?  
If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA

8b If the answer is "Yes" to line 7, has the organization 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

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?  
Web site address ▶ N/A

12 The books are in care of ▶ GRANTS MANAGEMENT ASSOCIATES Telephone no. ▶ 617-426-7080  
Located at ▶ 77 SUMMER ST. 8TH FL., BOSTON, MA ZIP+4 ▶ 02110-1006

13 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 ▶ 13 N/A

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.

1a During the year did the organization (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 page 20 of the instructions)?
c Did the organization 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 2004?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004?
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2004 as a result of (1) any purchase by the organization 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?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the organization 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 2004?
5a During the year did the organization pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6b, also file Form 8870.

**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.**

(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
MYRON MILLER C/O GRANTS MGT. ASSOC 77 SUMMER ST BOSTON, MA 02110-1006	TRUSTEE 0.	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

**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.	Expenses
1 N/A	
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.	Amount
1 <b>N/A</b>	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	<b>1a</b>	39,865,691.
b Average of monthly cash balances	<b>1b</b>	1,301,331.
c Fair market value of all other assets	<b>1c</b>	5,657,426.
d <b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	46,824,448.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
2 Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
3 Subtract line 2 from line 1d	<b>3</b>	46,824,448.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	702,367.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	46,122,081.
6 <b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,306,104.

**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	<b>1</b>	2,306,104.
2a Tax on investment income for 2004 from Part VI, line 5	<b>2a</b>	30,979.
b Income tax for 2004. (This does not include the tax from Part VI.)	<b>2b</b>	
c Add lines 2a and 2b	<b>2c</b>	30,979.
3 Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,275,125.
4 Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
5 Add lines 3 and 4	<b>5</b>	2,275,125.
6 Deduction from distributable amount (see instructions)	<b>6</b>	0.
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,275,125.

**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	<b>1a</b>	2,572,266.
b Program-related investments - total from Part IX-B	<b>1b</b>	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	<b>3a</b>	
b Cash distribution test (attach the required schedule)	<b>3b</b>	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,572,266.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	30,979.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,541,287.

**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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				2,275,125.
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only			1,710,708.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2004:				
a From 1999				
b From 2000				
c From 2001				
d From 2002				
e From 2003				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2004 from Part XII, line 4: ▶ \$ 2,572,266.				
a Applied to 2003, but not more than line 2a			1,710,708.	
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 2004 distributable amount				861,558.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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 2003. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				1,413,567.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1999 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002				
d Excess from 2003				
e Excess from 2004				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2004, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 26 of the 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE		PUBLIC CHARITIES	GENERAL PURPOSE	2,518,952.
<b>Total</b>			<b>▶ 3a</b>	<b>2,518,952.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, Net income from special events, Gross profit from sales, and Other revenue. Totals are 0 and 3,284,530.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such 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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: *[Signature]* Date: Apr 7, 2006 Title: Trustee

Paid Preparer's Use Only	Preparer's signature: <i>[Signature]</i>	Date: <u>4/5/06</u>	Check if self-employed: <input type="checkbox"/>	Preparer's SSN or PTIN:
	Firm's name (or yours if self-employed), address, and ZIP code: <u>ALEXANDER, ARONSON, FINNING &amp; CO., P.C.</u> <u>21 EAST MAIN STREET</u> <u>WESTBORO, MA 01581</u>	EIN:	Phone no. <u>508-366-9100</u>	

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


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SOURCE	AMOUNT
INTEREST INCOME SAVINGS AND TEMPORARY CASH INVESTMENTS	24,782.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	24,782.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	294,428.	0.	294,428.
DOMESTIC INTEREST	1,652,696.	0.	1,652,696.
TOTAL TO FM 990-PF, PART I, LN 4	1,947,124.	0.	1,947,124.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	AMOUNT
PARTNERSHIP DISTRIBUTIONS	197,916.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	197,916.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,245.	0.	0.	3,245.
TO FORM 990-PF, PG 1, LN 16B	3,245.	0.	0.	3,245.

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**FORM 990-PF** **OTHER PROFESSIONAL FEES** **STATEMENT 5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS MANAGEMENT SERVICES	49,346.	0.	0.	49,346.
TO FORM 990-PF, PG 1, LN 16C	49,346.	0.	0.	49,346.

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**FORM 990-PF** **TAXES** **STATEMENT 6**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	32,000.	0.	0.	0.
FOREIGN TAX	589.	589.	0.	0.
TO FORM 990-PF, PG 1, LN 18	32,589.	589.	0.	0.

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**FORM 990-PF** **OTHER EXPENSES** **STATEMENT 7**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	250.	0.	0.	250.
BANK FEES	387.	0.	0.	387.
SUPPLIES	86.	0.	0.	86.
TO FORM 990-PF, PG 1, LN 23	723.	0.	0.	723.

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**FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		27,143,828.	27,143,828.
TOTAL U.S. GOVERNMENT OBLIGATIONS			27,143,828.	27,143,828.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,143,828.	27,143,828.

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**FORM 990-PF CORPORATE STOCK STATEMENT 9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS PUBLICLY TRADED SECURITIES	9,479,551.	9,479,551.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,479,551.	9,479,551.

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**FORM 990-PF CORPORATE BONDS STATEMENT 10**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS PUBLICLY TRADED SECURITIES	2,413,461.	2,413,461.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,413,461.	2,413,461.

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**FORM 990-PF OTHER INVESTMENTS STATEMENT 11**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLENVIEW, L.P.	5,930,061.	5,930,061.
TOTAL TO FORM 990-PF, PART II, LINE 13	5,930,061.	5,930,061.

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**Miller Foundation**  
**Transaction Detail by Account**  
**December 2004 through November 2005**

Date	Name	Amount
<b>Grants</b>		
4/14/2005	PolicyLink	5,000.00
5/12/2005	Boston Cares, Inc	10,000.00
6/17/2005	Public Conversations Project	10,000.00
6/28/2005	Allston/Brighton Community Development	30,000.00
6/28/2005	Boston Alliance of Gay and Lesbian Youth	12,500.00
6/28/2005	Boston Cares, Inc	30,000.00
6/28/2005	Trustees of Boston College	179,997.00
6/28/2005	Boston Educational Development Fdn., Inc.	35,000.00
6/28/2005	Third Sector New England Inc	25,000.00
6/28/2005	Underground Railway Theater	100,000.00
6/28/2005	Centro Presente, Inc	30,000.00
6/28/2005	Chinese Progressive Assoc.	50,000.00
6/28/2005	The Boston Foundation	90,000.00
6/28/2005	Close Home Dom., Violence Prevent. Intit.	25,000.00
6/28/2005	Organizing and Leadership Training Center	0.00
6/28/2005	Fenway Community Health Center, Inc.	100,000.00
6/28/2005	Greater Four Corners Action Coalition	20,000.00
6/28/2005	Lawrence Community Works, Inc.	70,000.00
6/28/2005	Mass., Advocates for Children, Inc.	50,000.00
6/28/2005	Mass Assoc. of Community Development Corp	40,000.00
6/28/2005	Massachusetts Foundation for the Humaniti	20,000.00
6/28/2005	Mass Immigrant and Refugee Advocacy	45,000.00
6/28/2005	Citizens' Housing and Planning Assoc.	30,000.00
6/28/2005	Mass Voter Education Network	100,000.00
6/28/2005	The Project for School Innovation Trust	50,000.00
6/28/2005	Theatre Zone Inc	30,000.00
6/28/2005	United South End Settlements	50,000.00
6/28/2005	United Teen Equality Center	25,000.00
8/16/2005	Massachusetts Foundation for the Humaniti	-20,000.00
9/27/2005	Third Sector New England Inc	25,000.00
11/29/2005	Alternatives for Community & Environment	30,000.00
11/29/2005	American Institute/ Social Justice, Inc.	25,000.00
11/29/2005	Boston Alliance of Gay, Lesbian, Bisexual	25,000.00
11/29/2005	Boston Black Women's Health Institute	35,000.00
11/29/2005	Boston Community Capital, Inc.	200,000.00
11/29/2005	Boston Medical Center	25,580.00
11/29/2005	Boston Natural Areas Network	25,000.00
11/29/2005	Brazilian Immigrant Center	40,000.00
11/29/2005	Chelsea Green Space & Recreation Committe	40,000.00
11/29/2005	City Life / Vida Urbana	50,000.00
11/29/2005	The City School, Inc.	30,000.00
11/29/2005	Organizing & Leadership Training Inst.	40,000.00
11/29/2005	Franklin Park Coalition	20,000.00
11/29/2005	Greater Boston Interfaith Organization	50,000.00
11/29/2005	Hebrew College	5,000.00
11/29/2005	Third Sector New England Inc	30,000.00
11/29/2005	The Jewish Organizing Initiative	35,000.00
11/29/2005	Madison Park Development Corp	35,000.00
11/29/2005	Mass Coalition Occupational Safety/Health	30,000.00
11/29/2005	Multicultural Youth Tour What's Now, Inc.	20,000.00
11/29/2005	OISTE	35,000.00
11/29/2005	Alternatives for Community & Environment	10,000.00
11/29/2005	On the Rise	40,875.00
11/29/2005	Organizing and Leadership Training Center	40,000.00
11/29/2005	The Public Policy Institute, Inc.	30,000.00
11/29/2005	Save the Harbor Save the Bay	50,000.00
11/29/2005	Social Capital, Inc.	25,000.00
11/29/2005	Urban Ecology Institute	25,000.00
11/29/2005	Voice and Future Fund, Inc.	35,000.00
11/29/2005	WalkBoston, Inc.	40,000.00
11/29/2005	Jamaica Plain NDC	80,000.00
11/29/2005	Boston Children's Chorus	50,000.00
Total Grants		2,518,952.00
<b>TOTAL</b>		<b>2,518,952.00</b>