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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 12-01-2011, and ending 11-30-2012

Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: HERMAN AND FRIEDA L MILLER FOUNDATION. A Employer identification number: 13-7131926. B Telephone number: (617) 426-7080. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 46,659,067.

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 page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	239,532	422,765	422,765
	2 Savings and temporary cash investments	226,056	568,798	568,798
	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 page 15 of the 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)	9,043,356 <input checked="" type="checkbox"/>	9,248,916	9,248,916
	b Investments—corporate stock (attach schedule)	20,506,688 <input checked="" type="checkbox"/>	24,094,377	24,094,377
	c Investments—corporate bonds (attach schedule)	6,584,655 <input checked="" type="checkbox"/>	4,063,255	4,063,255
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	7,863,238 <input checked="" type="checkbox"/>	8,260,956	8,260,956
	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)	44,463,525	46,659,067	46,659,067	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	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	9,377,465	11,573,007	
30 Total net assets or fund balances (see page 17 of the instructions)	44,463,525	46,659,067		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	44,463,525	46,659,067		

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	44,463,525
2	Enter amount from Part I, line 27a	2	2,844,779
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	47,308,304
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	649,237
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	46,659,067

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	CORPORATE STOCK		2002-01-01	2012-11-30
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 19,273,175		15,616,687	3,656,488	
b				
c				
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			3,656,488	
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	3,656,488
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2010	2,576,664	45,527,869	0.056595
2009	2,443,068	43,581,876	0.056057
2008	2,360,495	39,775,824	0.059345
2007	2,152,350	42,799,683	0.050289
2006	2,500,362	46,315,406	0.053986
2	Total of line 1, column (d).		2 0.276272
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.055254
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 46,367,348
5	Multiply line 4 by line 3.		5 2,561,981
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 51,493
7	Add lines 5 and 6.		7 2,613,474
8	Enter qualifying distributions from Part XII, line 4.		8 2,777,561

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)		
b	Domestic foundations 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	51,493
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	51,493
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	51,493
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	37,033
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	37,033
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	201
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,661
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 2012 estimated tax 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ <u>0</u> (2) On foundation managers \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of GMA FOUNDATIONS INC Telephone no (617) 426-7080 Located at 77 SUMMER ST 8TH FL BOSTON MA ZIP+4 02110			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country CJ			

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 <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
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 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
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 page 20 of the 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 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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 page 22 of the 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
MYRON MILLER CO GMA FOUNDATIONSINC 77 SUMMER ST BOSTON, MA 02110	TRUSTEE 5 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				

Total number of other employees paid over \$50,000. 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GMA FOUNDATIONS INC 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	DONOR SERVICES	107,214
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 	
2 	
3 	
4 	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 N/A	0	
2 		
All other program-related investments. See page 24 of the instructions 3 		
Total. Add lines 1 through 3. ▶		0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	38,041,688
b	Average of monthly cash balances.	1b	1,298,295
c	Fair market value of all other assets (see page 24 of the instructions).	1c	7,733,467
d	Total (add lines 1a, b, and c).	1d	47,073,450
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	47,073,450
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	706,102
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	46,367,348
6	Minimum investment return. Enter 5% of line 5.	6	2,318,367

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,318,367
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	51,493
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	51,493
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,266,874
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,266,874
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,266,874

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,777,561
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	2,777,561
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 page 26 of the instructions).	5	51,493
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,726,068

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,266,874
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				74,715
e From 2010.				361,885
f Total of lines 3a through e.	436,600			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>2,777,561</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				2,266,874
e Remaining amount distributed out of corpus	510,687			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	947,287			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	947,287			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				74,715
d Excess from 2010.				361,885
e Excess from 2011.				510,687

Part XIV Private Operating Foundations (see page 27 of the 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 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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 27 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))

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the 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)

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 2,665,000
b <i>Approved for future payment</i>				
Total				3b 0

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b 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 solicitations.
c 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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
(a) Name of organization (b) Type of organization (c) Description of relationship

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: ***** Date: 2013-04-09 Title: *****
Preparer's Signature: JOEL ARONSON CPA Date: 2013-04-04
Firm's name: ALEXANDER ARONSON FINNING & CO PC Firm's EIN: 04-2571780
Firm's address: 21 EAST MAIN STREET WESTBORO, MA 01581 Phone no: (508) 366-9100
PTIN: P01375551

May the IRS discuss this return with the preparer shown above? See instructions Yes No

TY 2011 Accounting Fees Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,500	0	0	4,500

**TY 2011 Investments Corporate
Bonds Schedule**

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS PUBLICLY TRADED SECURITIES	4,063,255	4,063,255

**TY 2011 Investments Corporate
Stock Schedule**

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS PUBLICLY TRADED SECURITIES	24,094,377	24,094,377

**TY 2011 Investments Government
Obligations Schedule**

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

US Government Securities - End of Year Book Value:	7,885,108
US Government Securities - End of Year Fair Market Value:	7,885,108
State & Local Government Securities - End of Year Book Value:	1,363,808
State & Local Government Securities - End of Year Fair Market Value:	1,363,808

TY 2011 Investments - Other Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GLENVIEW, L.P.	FMV	158,024	158,024
BCM DISCOVERY OFFSHORE FUND	FMV	3,002,233	3,002,233
MOAB PARTNERS OFFSHORE FUND	FMV	938,851	938,851
NEWBROOK CAPITAL	FMV	928,446	928,446
COVALENT	FMV	899,649	899,649
1903 OFFSHORE DEBT	FMV	557,004	557,004
OUTRIDER	FMV	856,604	856,604
TWIN OFFSHORE	FMV	920,145	920,145

TY 2011 Other Decreases Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Description	Amount
UNREALIZED LOSS	649,237

TY 2011 Other Expenses Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	500	0	0	500
POSTAGE	27	0	0	27
MISCELLANEOUS INVESTMENT DEDUCTIONS	0	45,371	0	0
INTEREST EXPENSE	11	11	0	0

TY 2011 Other Income Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTION	532,365		532,365
MISCELLANEOUS INCOME	458		458

TY 2011 Other Professional Fees Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTS MANAGEMENT SERVICES	107,214	0	0	107,214
INVESTMENT MANAGEMENT FEES	70,812	70,812	0	0

TY 2011 Taxes Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	5,000	0	0	0
FOREIGN TAX	2,739	2,739	0	0

Form 990PF Part XV Line 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				
ALTERNATIVES FOR COMMUNITY AND ENVIRONMENT2181 WASHINGTON STREET SUITE 301 ROXBURY,MA 02119		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	45,000
BOSTON AFFORDABLE HOUSING COALITION DBA MASS ALLIANCE OF HUD TENANTS42 SEVEARNS AVENUE JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF THE SAVE OUR HOME CAMPAIGNS	40,000
BOSTON CENTER FOR INDEPENDENT LIVING60 TEMPLE PLACE 5TH FLOOR BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF HEALTH CARE ACCESS	40,000
BOSTON CHILDREN'S CHORUS 112 SHAWMUT AVENUE SUITE 5B BOSTON,MA 02118		PUBLIC CHARITY	IN SUPPORT OF THE SOCIAL ENGAGEMENT PILOT INITIATIVE	30,000
BOSTON COMMUNITY CAPITAL56 WARREN STREET BOSTON,MA 02119		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	100,000
BOSTON TENANT COALITION14 BEACON STREET 606 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
BOSTON TENANT COALITION14 BEACON STREET 606 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE ERIE-ELLINGTON GLENWAY COMMUNITY STABILIZATION INITIATIVE	40,000
BOSTON WORKERS ALLIANCE411 BLUE HILL AVENUE DORCHESTER,MA 02121		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	35,000
BRAZILIAN IMMIGRANT CENTER 14 HARVARD AVENUE 2ND FLOOR ALLSTON,MA 02134		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
BRAZILIAN IMMIGRANT CENTER 14 HARVARD AVENUE 2ND FLOOR ALLSTON,MA 02134		PUBLIC CHARITY	IN SUPPORT OF THE DOMESTIC INDUSTRY MEDIATION PROJECT	50,000
CENTRAL SQUARE THEATER450 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
CENTRO PRESENTE INC17 INNER BELT ROAD SOMERVILLE,MA 02143		PUBLIC CHARITY	IN SUPPORT OF COMMUNITY ORGANIZING	50,000
CHELSEA COLLABORATIVE318 BROADWAY CHELSEA,MA 02150		PUBLIC CHARITY	IN SUPPORT OF THE MODEL OF URBAN SUSTAINABILITY PROJECT	45,000
CHELSEA NEIGHBORHOOD DEVELOPERS4 GERRISH AVENUE CHELSEA,MA 02150		PUBLIC CHARITY	IN SUPPORT OF CND'S COMMUNITY ENGAGEMENT PROGRAM	30,000
CHINESE PROGRESSIVE ASSOCIATION10 CHURCHILL ROAD WEST ROXBURY,MA 02132		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	45,000
CHINESE PROGRESSIVE ASSOCIATION FBO IWCC10 CHURCHILL ROAD WEST ROXBURY,MA 02132		PUBLIC CHARITY	IN SUPPORT OF ORGANIZING CAMPAIGNS FOR IMMIGRANT WORKERS RIGHTS	40,000
CITIZENS HOUSING AND PLANNING ASSOCIATION FBO MASSACHUSETTS SMART GROWTH18 TREMONT STREET SUITE 401 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE MASSACHUSETTS SMART GROWTH ALLIANCE 2012-2013	50,000
COMMUNITY LABOR UNITED6 BEACON STREET SUITE 910 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
COMMUNITY LABOR UNITED6 BEACON STREET SUITE 910 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF ARTISTS IN RESIDENCE	40,000
CONSERVATION LAW FOUNDATION62 SUMMER STREET BOSTON,MA 02110		PUBLIC CHARITY	IN SUPPORT OF THE COLLABORATIVE COMMUNITY EMPOWERMENT PROJECT	120,000
DORCHESTER BAY ECONOMIC DEVELOPMENT CORPORATION 594 COLUMBIA ROAD 302 DORCHESTER,MA 02125		PUBLIC CHARITY	IN SUPPORT OF THE FAIRMOUNT INDIGO LINE CDC COLLABORATIVE	100,000
ESSEX COUNTY COMMUNITY ORGANIZATION74 COMMON STREET LYNN,MA 01902		PUBLIC CHARITY	IN SUPPORT OF ORGANIZING TO SCALE ON THE NORTH SHORE	40,000
GREATER BOSTON INTERFAITH ORGANIZATION594 COLUMBIA ROAD DORCHESTER,MA 02125		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	65,000
GREATER FOUR CORNERS ACTION COALITION367 WASHINGTON STREET DORCHESTER,MA 02124		PUBLIC CHARITY	IN SUPPORT OF THE NEIGHBORHOOD STABILIZATION PROJECT	35,000
GREATER FOUR CORNERS ACTION COALITION367 WASHINGTON STREET DORCHESTER,MA 02124		PUBLIC CHARITY	IN SUPPORT OF ON THE MOVE	20,000
HYDE SQUARE TASK FORCE INC 375 CENTRE STREET JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF THE YOUTH ORGANIZING PROJECT	15,000
JOIN FOR JUSTICE99 CHAUNCY STREET SUITE 715 BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF THE ORGANIZING FELLOWSHIP PROGRAM	60,000
JUSTICE AT WORK565 BOYLSTON STREET BOSTON,MA 02116		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	35,000
MASSACHUSETTS ALLIANCE AGAINST PREDATORY LENDING 10 OXFORD STREET 2R WORCESTER,MA 01609		PUBLIC CHARITY	IN SUPPORT OF THE HOMEOWNER FORECLOSURE DEFENSE PROJECT	45,000
MASSACHUSETTS ASSOCIATION OF COMMUNITY DEVELOPMENT CORPORATION15 COURT SQUARE SUITE 600 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF MACDC'S COMMUNITY DEVELOPMENT PARTNERSHIP	50,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MASSACHUSETTS BUDGET AND POLICY CENTER 15 COURT SQUARE SUITE 700 BOSTON, MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000
MASSACHUSETTS IMMIGRANT AND REFUGEE ADVOCACY COALITION 105 CHAUNCY STREET SUITE 901 BOSTON, MA 02110		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	65,000
MASSACHUSETTS IMMIGRANT AND REFUGEE ADVOCACY COALITION 105 CHAUNCY STREET SUITE 901 BOSTON, MA 02110		PUBLIC CHARITY	FOR A ONE TIME MATCHING GRANT FOR THE GREATER BOSTON CITIZENSHIP INITIATIVE	15,000
MASSACHUSETTS TRANSGENDER POLITICAL COALITION PO BOX 301897 JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	IN SUPPORT OF PUBLIC EDUCATION ON TRANSGENDER COMMUNITIES	35,000
MASSACHUSETTS VOTER EDUCATION NETWORK INC 41 WEST STREET BOSTON, MA 02111		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	105,000
MERRIMACK VALLEY PROJECT 1045 ESSEX STREET LAWRENCE, MA 01841		PUBLIC CHARITY	IN SUPPORT OF THE MVP FAIR MORTGAGES CAMPAIGN	30,000
METROPOLITAN AREA PLANNING COUNCIL 60 TEMPLE PLACE BOSTON, MA 02111		PUBLIC CHARITY	IN SUPPORT OF ADVANCING EQUITABLE DEVELOPMENT IN METRO BOSTON	50,000
NEIGHBOR TO NEIGHBOR 262 WASHINGTON STREET 3RD FLOOR BOSTON, MA 02108		PUBLIC CHARITY	FOR DEFERRED ACTION FOR CHILDHOOD ARRIVALS APPLICATION	10,000
NEIGHBOR TO NEIGHBOR 262 WASHINGTON STREET 3RD FLOOR BOSTON, MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	35,000
NEIGHBOR TO NEIGHBOR MASSACHUSETTS EDUCATION FUND 262 WASHINGTON STREET 3RD FLOOR BOSTON, MA 02108		PUBLIC CHARITY	IN SUPPORT OF GRASSROOTS ORGANIZING FOR ECONOMIC JUSTICE	60,000
NEIGHBORS UNITED FOR A BETTER EAST BOSTON 262 WASHINGTON STREET 3RD FLOOR BOSTON, MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE LEADERSHIP DEVELOPMENT INITIATIVE	30,000
OISTE 15 COURT SQUARE SUITE 345 BOSTON, MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	20,000
OISTE 15 COURT SQUARE SUITE 345 BOSTON, MA 02108		PUBLIC CHARITY	TO SUPPORT INITIATIVE FOR DIVERSITY IN CIVIC LEADERSHIP	10,000
ORGANIZING AND LEADERSHIP TRAINING CENTER DBA MASS COMMUNITIES ACTION 1773 DORCHESTER AVENUE BOSTON, MA 02124		PUBLIC CHARITY	IN SUPPORT OF THE COMMUNITIES ACTION NETWORK	50,000
SOMERVILLE COMMUNITY CORPORATIONS 337 SOMERVILLE AVENUE 2ND FLOOR SOMERVILLE, MA 02143		PUBLIC CHARITY	IN SUPPORT OF THE EQUITY AGENDA	50,000
SOUTH BOSTON EN ACCION 10 LOGAN WAY BASEMENT SOUTH BOSTON, MA 02127		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	30,000
THE BOSTON ALLIANCE OF GAY LESBIAN BISEXUAL AND TRANSGENDER YOUTH PO BOX 960814 BOSTON, MA 02196		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	25,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET 1000 BOSTON, MA 02116		PUBLIC CHARITY	IN SUPPORT OF THE CIVIC ENGAGEMENT INITIATIVE	90,000
THE CITY SCHOOL 614 COLUMBIA ROAD DORCHESTER, MA 02125		PUBLIC CHARITY	IN SUPPORT OF THE YOUTH JOBS LEADERSHIP COALITION	35,000
THE RIGHT QUESTION INSTITUTE 2464 MASS AVE SUITE 314 CAMBRIDGE, MA 02140		PUBLIC CHARITY	TO DEVELOP A MODEL FOR BUILDING NEW DEMOCRATIC CAPACITY IN HEALTH CARE SETTINGS	50,000
THE THEATER OFFENSIVE 565 BOYLSTON STREET BOSTON, MA 02116		PUBLIC CHARITY	IN SUPPORT OF OUT IN YOUR NEIGHBORHOOD	50,000
THIRD SECTOR NEW ENGLAND LINCOLN PLAZA- 89 SOUTH STREET BOSTON, MA 02111		PUBLIC CHARITY	IN SUPPORT OF THE COMMONWEALTH SEMINAR	45,000
THIRD SECTOR NEW ENGLAND LINCOLN PLAZA- 89 SOUTH STREET BOSTON, MA 02111		PUBLIC CHARITY	IN SUPPORT OF THE MASSACHUSETTS VOTER TABLE	25,000
UNITED TEEN EQUALITY CENTER 34 HURD STREET LOWELL, MA 01853		PUBLIC CHARITY	IN SUPPORT OF TEENS LEADING THE WAY	35,000
UNITED TEEN EQUALITY CENTER 3C244 HURD STREET LOWELL, MA 01853		PUBLIC CHARITY	IN SUPPORT OF THE LOCAL ORGANIZING INITIATIVE	35,000
UNITED WAY OF MASSACHUSETTS BAY AND MERRIMACK VALLEY 51 SLEEPER STREET BOSTON, MA 02210		PUBLIC CHARITY	IN SUPPORT OF THE THRIVE IN 5 FAMILY LEADERSHIP BUILDING	40,000
URBAN REVIVAL INC DBA CITY LIFE VIDA URBANA 284 AMORY STREET JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	IN SUPPORT OF HOUSING ORGANIZING	50,000
YOUTH ON BOARD 58 DAY STREET SOMERVILLE, MA 02144		PUBLIC CHARITY	FOR EXPENSES INCURRED BY THE YOUNG COALITION	20,000
YOUTHBUILD USA 58 DAY STREET SOMERVILLE, MA 02144		PUBLIC CHARITY	IN SUPPORT OF YOUTH ON BOARD	25,000
Total				2,665,000