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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

2012

Open to Public Inspection

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

For calendar year 2012, or tax year beginning 12-01-2012, and ending 11-30-2013

Name of foundation: HERMAN AND FRIEDA L MILLER FOUNDATION. A Employer identification number: 13-7131926. B Telephone number: (617) 426-7080. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 50,102,606. J Accounting method: Cash.

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

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	422,765	43,914	43,914	
	2 Savings and temporary cash investments	568,798	650,604	650,604	
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	9,248,916 <input checked="" type="checkbox"/>	7,841,377	7,841,377	
	b Investments—corporate stock (attach schedule)	24,094,377 <input checked="" type="checkbox"/>	27,768,613	27,768,613	
	c Investments—corporate bonds (attach schedule)	4,063,255 <input checked="" type="checkbox"/>	4,680,057	4,680,057	
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	8,260,956 <input checked="" type="checkbox"/>	9,118,041	9,118,041	
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
15 Other assets (describe <input type="checkbox"/> _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	46,659,067	50,102,606	50,102,606		
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 <input type="checkbox"/> _____)				
	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	11,573,007	15,016,546			
30 Total net assets or fund balances (see page 17 of the instructions)	46,659,067	50,102,606			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	46,659,067	50,102,606			

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	46,659,067
2	Enter amount from Part I, line 27a	2	432,793
3	Other increases not included in line 2 (itemize) <input checked="" type="checkbox"/> _____	3	3,010,746
4	Add lines 1, 2, and 3	4	50,102,606
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	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	50,102,606

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	2013-11-30
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 15,106,523		13,557,763	1,548,760
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,548,760
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	1,548,760
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	

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))
2011	2,726,068	46,367,348	0.058793
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

2 Total of line 1, column (d).	2	0.281079
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	0.056216
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	49,090,817
5 Multiply line 4 by line 3.	5	2,759,689
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	27,699
7 Add lines 5 and 6.	7	2,787,388
8 Enter qualifying distributions from Part XII, line 4.	8	2,847,952

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	27,699
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	27,699
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	27,699
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	35,000
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	35,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,295
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,295 Refunded <input type="checkbox"/>	11	0

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 <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <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 instructions) <input type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <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 instructions). 11 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
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 and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2012, 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
See 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.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes 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 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? Yes No
b If "Yes," did it have excess business holdings in 2012 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 2012.). 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 2012? 4b No

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GMA FOUNDATIONS INC 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110	DONOR SERVICES	108,832

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 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 	
3 All other program-related investments. See page 24 of the 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	39,422,028
b	Average of monthly cash balances.	1b	1,705,272
c	Fair market value of all other assets (see instructions).	1c	8,711,093
d	Total (add lines 1a, b, and c).	1d	49,838,393
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	49,838,393
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	747,576
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,090,817
6	Minimum investment return. Enter 5% of line 5.	6	2,454,541

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

1	Minimum investment return from Part X, line 6.	1	2,454,541
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	27,699
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	27,699
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,426,842
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,426,842
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	2,426,842

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,847,952
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	2,847,952
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	27,699
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,820,253

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,426,842
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				74,715
d From 2010.				361,885
e From 2011.				510,687
f Total of lines 3a through e.	947,287			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,847,952</u>				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				2,426,842
e Remaining amount distributed out of corpus	421,110			
5 Excess distributions carryover applied to 2012 (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	1,368,397			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,368,397			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				74,715
c Excess from 2010.				361,885
d Excess from 2011.				510,687
e Excess from 2012.				421,110

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012, (b) 2011, (c) 2010, (d) 2009, (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 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 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 2,731,000
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

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge 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 Firm's name Firm's address Firm's EIN Phone no

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>				
ALLSTON BRIGHTON CDC 20 LINDEN STREET SUITE 288 ALLSTON,MA 02134		PUBLIC CHARITY	IN SUPPORT OF RADNOR ROAD ORGANIZING PROJECT	40,000
ALTERNATIVES FOR COMMUNITY AND ENVIRONMENT 2181 WASHINGTON STREET SUITE 301 ROXBURY,MA 02119		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	45,000
BOSTON AFFORDABLE HOUSING COALITION DBA MASS ALLIANCE OF HUD TENANTS 42 SEVEARNS AVENUE JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF THE SAVE OUR HOMES CAMPAIGNS	40,000
THE BOSTON ALLIANCE OF GAY LESBIAN BISEXUAL AND TRANSGENDER YOUTH PO BOX 960814 BOSTON,MA 02196		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	25,000
BOSTON CHILDREN'S CHORUS 112 SHAWMUT AVENUE BOSTON,MA 02118		PUBLIC CHARITY	IN SUPPORT OF THE SOCIAL ENGAGEMENT PILOT INITIATIVE	30,000
BOSTON COMMUNITY CAPITAL 56 WARREN STREET BOSTON,MA 02119		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	100,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET 1000 BOSTON,MA 02116		PUBLIC CHARITY	IN SUPPORT OF THE CIVIC ENGAGEMENT AND VOTER PARTICIPATION INITIATIVE	90,000
BOSTON TENANT COALITION 14 BEACON STREET 606 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
BOSTON TENANT COALITION 14 BEACON STREET 606 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE ERIE-ELLINGTON GLENWAY COMMUNITY STABILIZATION INITIATIVE	40,000
BOSTON WORKERS ALLIANCE 411 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
CENTRAL SQUARE THEATER 450 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
CENTRO PRESENTE INC 17 INNER BELT ROAD SOMERVILLE,MA 02143		PUBLIC CHARITY	IN SUPPORT OF COMMUNITY ORGANIZING	50,000
CHELSEA COLLABORATIVE 318 BROADWAY CHELSEA,MA 02150		PUBLIC CHARITY	IN SUPPORT OF THE MODEL OF URBAN SUSTAINABILITY PROJECT	45,000
CHELSEA NEIGHBORHOOD DEVELOPERS 4 GERRISH AVENUE CHELSEA,MA 02150		PUBLIC CHARITY	IN SUPPORT OF CND'S COMMUNITY ENGAGEMENT PROGRAM	30,000

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>				
CHINESE PROGRESSIVE ASSOCIATION 28 ASH STREET BOSTON,MA 02111		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	100,000
CHINESE PROGRESSIVE ASSOCIATION FBO IWCC 28 ASH STREET BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF ORGANIZING CAMPAIGNS FOR IMMIGRANT WORKERS' RIGHTS	50,000
CITIZENS HOUSING AND PLANNING ASSOCIATION FBO MASS SMART GROWTH ALLIANCE 18 TREMONT STREET SUITE 401 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE MASSACHUSETTS SMART GROWTH ALLIANCE 2013-2014	50,000
MASSACHUSETTS COMMUNITY ACTION NETWORK 150 MT VERNON STREET SUITE 200E DORCHESTER,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE YOUTH JOBS LEADERSHIP COALITION	50,000
COMMUNITIES FOR PEOPLE 418 COMMONWEALTH AVENUE BOSTON,MA 02215		PUBLIC CHARITY	IN SUPPORT OF MOTHERS FOR JUSTICE AND EQUALITY	25,000
COMMUNITY LABOR UNITED 6 BEACON STREET SUITE 910 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
COMMUNITY LABOR UNITED 6 BEACON STREET SUITE 910 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF NEW ENGLAND UNITED FOR JUSTICE	30,000
COMMUNITY SERVINGS INC 18 MARBURY TERRACE JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF THE FOOD POLICY PROJECT	50,000
CONSERVATION LAW FOUNDATION 62 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	50,000
ESSEX COUNTY COMMUNITY ORGANIZATION 74 COMMON STREET LYNN,MA 01902		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000
EX PRISONERS ORGANIZING FOR COMMUNITY ADVANCEMENT 5 PLEASANT STREET 3RD FLOOR WORCESTER,MA 01609		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	40,000
GREATER BOSTON INTERFAITH ORGANIZATION 594 COLUMBIA ROAD DORCHESTER,MA 02125		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	65,000
HYDE SQUARE TASK FORCE INC 375 CENTRE STREET JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF THE YOUTH ORGANIZING PROJECT	45,000
JOIN FOR JUSTICE 99 CHAUNCY STREET SUITE 715 BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF THE ORGANIZING FELLOWSHIP PROGRAM	60,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
JOIN FOR JUSTICE 99 CHAUNCY STREET SUITE 715 BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF THE ONLINE ORGANIZING TRAINING PROJECT	10,000
JUSTICE AT WORK 565 BOYLSTON STREET BOSTON,MA 02116		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	35,000
MASSACHUSETTS ASSOCIATION OF COMMUNITY DEVELOPMENT CORPORATION 15 COURT SQUARE SUITE 600 BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF MACDC'S COMMUNITY DEVELOPMENT PARTNERSHIP	50,000
MASSACHUSETTS BUDGET AND POLICY CENTER 15 COURT SQUARE SUITE 700 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	50,000
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 02111		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	130,000
MASSACHUSETTS IMMIGRANT AND REFUGEE ADVOCACY COALITION 105 CHAUNCY STREET SUITE 901 BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF TRANSPORTATION FOR IMMIGRATION ACTION IN WASHINGTON D C	4,000
MASSACHUSETTS VOTER EDUCATION NETWORK INC 41 WEST STREET BOSTON,MA 02111		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	105,000
MASSACHUSETTS VOTER EDUCATION NETWORK INC 41 WEST STREET BOSTON,MA 02111		PUBLIC CHARITY	IN SUPPORT OF NON-PARTISAN VOTER ENGAGEMENT FOR SPECIAL ELECTIONS	12,000
MASSCREATIVE 249 A STREET SUITE 14 BOSTON,MA 02110		PUBLIC CHARITY	IN SUPPORT OF THE CREATIVE COMMUNITY ENGAGEMENT AND ORGANIZING PROJECT	50,000
MERRIMACK VALLEY PROJECT 1045 ESSEX STREET LAWRENCE,MA 01841		PUBLIC CHARITY	IN SUPPORT OF THE MVP FAIR MORTGAGES CAMPAIGN	30,000
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
NEIGHBOR TO NEIGHBOR MASSACHUSETTS EDUCATION FUND 262 WASHINGTON STREET 3RD FLOOR BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF STUDENT IMMIGRANT MOVEMENT	45,000
OISTE 15 COURT SQUARE SUITE 345 BOSTON,MA 02108		PUBLIC CHARITY	FOR GENERAL OPERATING SUPPORT	20,000
ORGANIZING AND LEADERSHIP TRAINING CENTER 1803 DORCHESTER AVENUE 3RD FLOOR BOSTON,MA 02124		PUBLIC CHARITY	IN SUPPORT OF THE COMMUNITIES ACTION NETWORK	50,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
ORGANIZING AND LEADERSHIP TRAINING CENTER 1803 DORCHESTER AVENUE 3RD FLOOR BOSTON,MA 02124		PUBLIC CHARITY	IN SUPPORT OF ENGAGING AND ORGANIZING CONSTITUENCIES FOR ECONOMIC JUSTICE WORK	40,000
RESTAURANT OPPORTUNITIES CENTERS UNITED 350 7TH AVE SUITE 1504 NEW YORK,NY 10001		PUBLIC CHARITY	IN SUPPORT OF THE RESTAURANT WORKER JUSTICE PROJECT	50,000
THE RIGHT QUESTION INSTITUTE 2464 MASSACHUSETTS AVENUE SUITE 314 CAMBRIDGE,MA 02140		PUBLIC CHARITY	IN SUPPORT OF DEVELOPING A MODEL FOR BUILDING NEW DEMOCRATIC CAPACITY IN HEALTH CARE SETTINGS	50,000
SOMERVILLE COMMUNITY CORPORATION SCC 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 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 THE LOCAL ORGANIZING INITIATIVE	35,000
URBAN REVIVAL INC DBA CITY LIFE VIDA URBANA 284 AMORY STREET JAMAICA PLAIN,MA 02130		PUBLIC CHARITY	IN SUPPORT OF HOUSING ORGANIZING	60,000
WALK BOSTON 45 SCHOOL STREET BOSTON,MA 02108		PUBLIC CHARITY	IN SUPPORT OF THE COMMUNITY RESPONSE FUND	25,000
YOUTHBUILD USA 58 DAY STREET SOMERVILLE,MA 02144		PUBLIC CHARITY	IN SUPPORT OF YOUTH ON BOARD	35,000
Total				2,731,000

TY 2012 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	7,270	0	0	7,270

**TY 2012 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	4,680,057	4,680,057

**TY 2012 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	27,768,613	27,768,613

**TY 2012 Investments Government
Obligations Schedule**

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

**US Government Securities - End of
Year Book Value:** 6,762,231

**US Government Securities - End of
Year Fair Market Value:** 6,762,231

**State & Local Government
Securities - End of Year Book
Value:** 1,079,146

**State & Local Government
Securities - End of Year Fair
Market Value:** 1,079,146

TY 2012 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	0	0
BCM DISCOVERY OFFSHORE FUND	FMV	3,204,671	3,204,671
MOAB PARTNERS OFFSHORE FUND	FMV	1,126,361	1,126,361
NEWBROOK CAPITAL	FMV	984,947	984,947
COVALENT	FMV	1,097,739	1,097,739
1903 OFFSHORE DEBT	FMV	765,164	765,164
OUTRIDER	FMV	921,633	921,633
TWIN OFFSHORE	FMV	1,017,526	1,017,526

TY 2012 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	73	0	0	73
MISCELLANEOUS INVESTMENT DEDUCTIONS FROM K-1S	0	259,441	0	0
BOND AMORTIZATION	63,609	63,609	0	0

TY 2012 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
INCOME FROM PTP K-1S		199,441	
PARTNERSHIP DISTRIBUTION	534,441		534,441
MISCELLANEOUS INCOME	376		376

TY 2012 Other Increases Schedule

Name: HERMAN AND FRIEDA L MILLER FOUNDATION

EIN: 13-7131926

Description	Amount
UNREALIZED GAIN	3,010,746

TY 2012 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	108,832	0	0	108,832
INVESTMENT MANAGEMENT FEES	80,536	80,536	0	0

TY 2012 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	49,661	0	0	0
FOREIGN TAX	2,378	5,092	0	0