

TAKING LIBERTIES

ANNUAL REPORT



THE MILES
FOUNDATION
Investments in Education

Liberty Letters

This year, The Miles Foundation was extremely pleased to publish *Liberty Letters: The World War II Story of Ellison Miles*. The book is a collection of letters that our founder wrote to his family in Liberty, Texas during his WWII service as a pilot in the U.S. Air Force. *Liberty Letters* tells the narrative of Mr. Miles' heroic missions over Europe, his day-to-day life on base in England, and the heartache he felt being so far away from home. Mr. Miles' unedited letters capture the pendulum of emotions he experienced as a lead pilot for one of the most celebrated crews in WWII history.

The Miles Foundation is grateful to have a permanent remembrance of this important piece of Mr. Miles' life and history. His WWII service is the reason the Foundation remains dedicated to supporting select causes each year that honor our military servicemen and women and recognize their bravery and sacrifice for our country.

We offer a sincere thanks to Ellison Miles' family members, whose safekeeping of these letters for more than 70 years enabled us to remember the life of a hero.

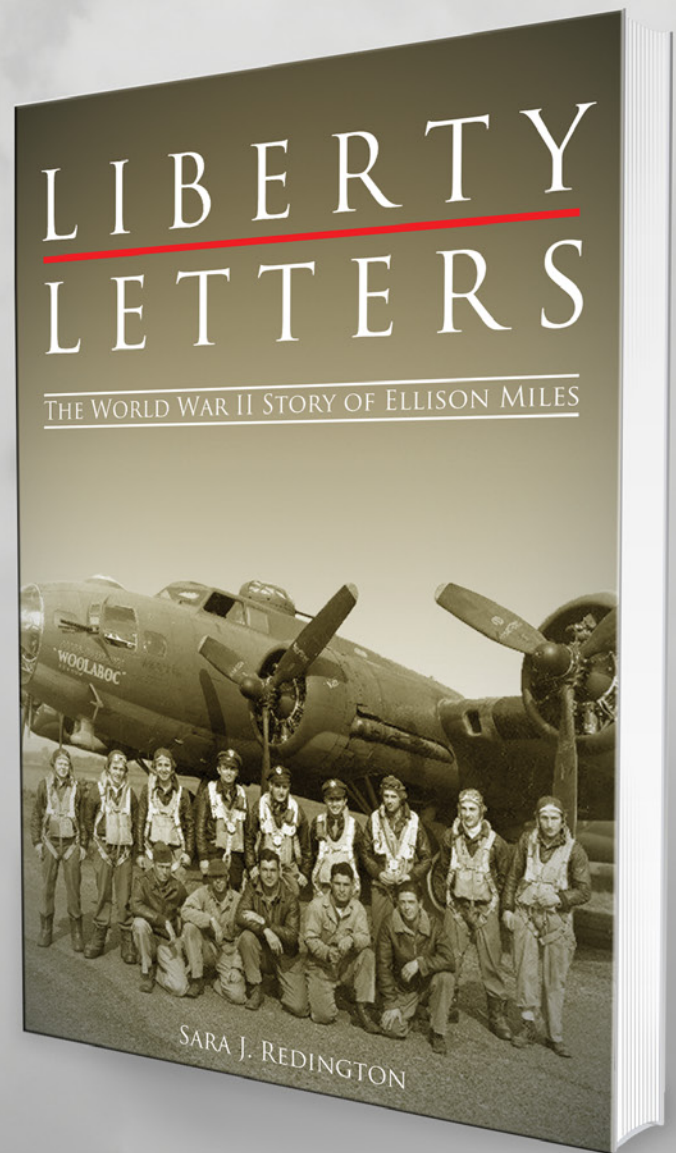


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Letter From the Board

Our 2014 theme, “Taking Liberties,” represents an amazing and historic year for The Miles Foundation. It alludes to the publishing of *Liberty Letters*, a book that captures our founder’s WWII experience as told through the missives he penned to his mother, father, and two brothers during his service in the Air Force. The culmination of this project – more than three years in the making – is a significant milestone for the Foundation, and holds special meaning for our team. To have a personal keepsake of Mr. Miles’ life, and one that accurately reflects the heart of a man who impacted so many, is a gift that we will treasure. Keeping Mr. Miles’ memory alive is our goal each day at the Foundation. With *Liberty Letters*, we have yet another way to share and remember his legacy.

“Taking Liberties” also reflects the spirit of innovation that we have worked to integrate into the fabric of our culture. Breaking from conventional assumptions has enabled us to redefine what success looks like for The Miles Foundation, our team, and our giving practices. Guided by our mission and our founder’s vision, we have expanded our funding areas, collaborated with other like-minded foundations, and set precedents with our grantmaking partners. For The Miles Foundation, taking liberties has allowed us to continue our legacy of pursuing excellence.

Essential in that pursuit is the alliance with partners who share the same ideals and goals, and who are eager to measure the impact of our efforts. To that end, we are grateful for our grantee organizations and partner funders, whose powerful vocations have not only impacted those communities they serve, but also helped shape who we want to become as a foundation.

As we set our sights on 2015, we look forward to continuing on our journey to redefine boundaries, challenge the status quo, and find meaningful ways to make a difference in our community. Following our founder’s lead, we are striving to soar to new heights – and the sky is the limit.

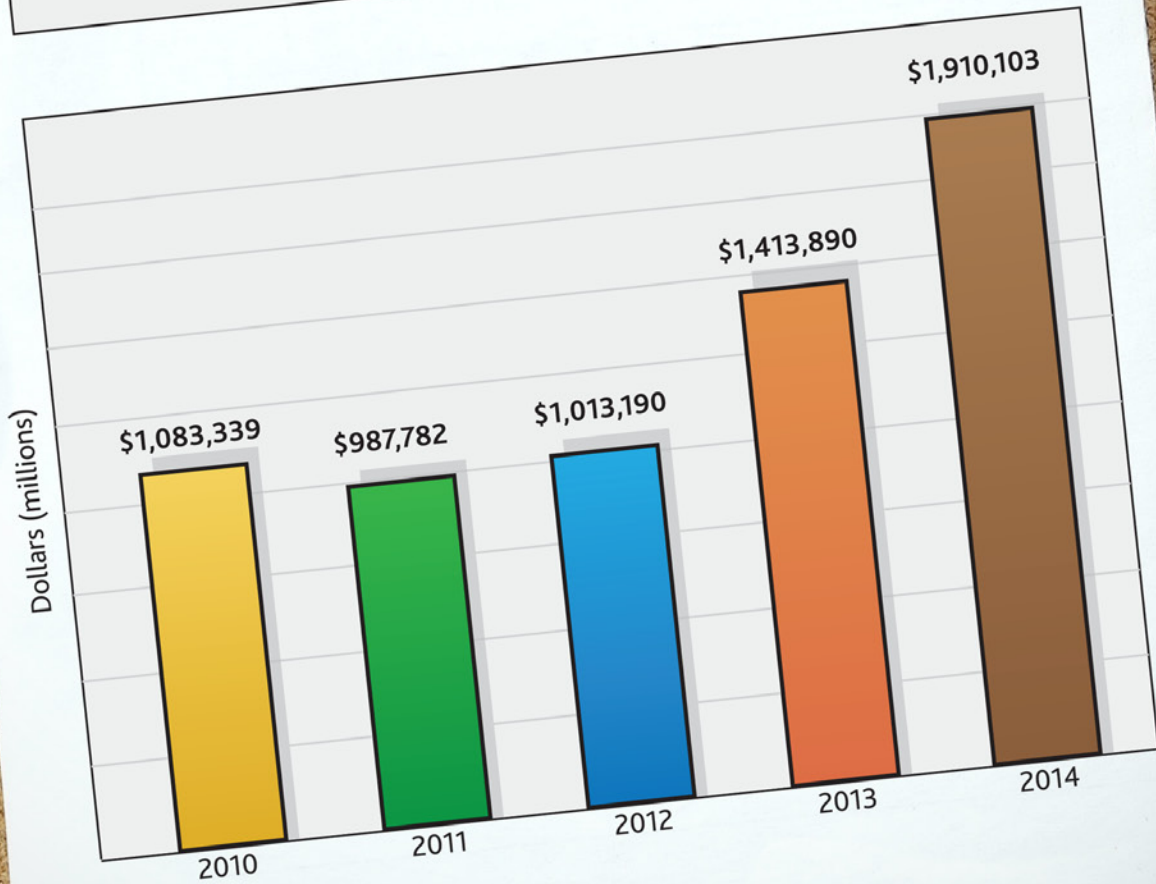
Board of Directors
The Miles Foundation



**THE MILES
FOUNDATION**
Investments in Education

Our Giving

2010	\$1,083,339
2011	\$987,782
2012	\$1,013,190
2013	\$1,413,890
2014	\$1,910,103



Our Funding Areas: **Education**

Education has always been a primary focus area for The Miles Foundation. From strengthening Science, Technology, Engineering and Math ("STEM") programs, to establishing new scholarship opportunities, and helping to motivate kids to stay in school, the scope of our education funding reflects the many areas our founder was passionate about during his lifetime. The Miles Foundation is honored to continue Mr. Miles' legacy by partnering with organizations that are furthering educational opportunities for people of every age, and from every socioeconomic background.

"Our greatest natural resource is the minds of our children."

- Walter Elias Disney

Key Statistics:

"Look to build a scaffolding of support around disadvantaged children: parental education, nutrition, early learning and early health. Strong families and parents are the catalyst for better education, health and economic outcomes for children."

- Nobel Prize winner Professor James Heckman

"One standard deviation increase in mathematics performance at the end of high school translates into 12% higher annual earnings... A more educated society may translate into higher rates of innovation, higher overall productivity and faster introduction of new technology."

- EFA Global Monitoring Report



Our Funding Areas: **Economic Opportunity**

Helping people to thrive is one of the key goals behind The Miles Foundation's giving efforts. That is why economic opportunity – equipping those less fortunate with the tools, resources, education, and support they need to be successful – is perfectly aligned with our mission. With our strategic partners at the helm, we are able to help parents engage with their children to accelerate growth, propel children on the path to graduation and employment, and teach vital skills that enable financial literacy

and self sufficiency. The Miles Foundation is honored to play a small role in helping to lift up those who need it most.

"Our American answer to poverty is not to make the poor more secure in their poverty but to reach down and to help them lift themselves out of the ruts of poverty and move with the large majority along the high road of hope and prosperity."

– Lyndon B. Johnson

Key Statistics:

"Early family environments are major predictors of cognitive and noncognitive abilities. Environments that do not stimulate the young and fail to cultivate these skills at early ages place children at an early disadvantage."

– Science Magazine

"High debt-to-income ratios are more common among the lowest income families... Americans are now less likely to own homes than their parents and have little in retirement savings."

– Economic Opportunity Institute



Our Funding Areas: **Leadership Development**

To ignite passion in others is the gift of a successful leader. At The Miles Foundation, we believe in the power of leadership to transform vision into reality and instigate powerful change. Our founder and leader, Ellison Miles, blazed a trail of innovation that we continue to pursue today. We remain dedicated to supporting initiatives that unlock new ideas, introduce cutting-edge practices, and invest in the leaders of the future. Because we know that the light of one leader can illuminate the path to positive change.

"Leaders don't create followers, they create more leaders."

– Tom Peters

Key Statistics:

"An authentic approach to leading is desirable and effective for advancing the human enterprise and achieving positive and enduring outcomes."

– Journal of Management

"Organizations with the highest quality leaders were 13 times more likely to outperform their competition in key bottom-line metrics such as financial performance, quality of products and services, employee engagement, and customer satisfaction."

– DDI Global Leadership Forecast

"Meaningful student leadership is service based, trains students, and builds skills in students that impact their lives beyond their experience in a school."

– David Adam Truss



Presidential Leadership **Scholars Program**

The Miles Foundation is proud to support the Presidential Leadership Scholars program, a first-of-its-kind partnership between four presidential centers: the George W. Bush Presidential Center, the Clinton Foundation, the George Bush Presidential Library Foundation, and the Lyndon Baines Johnson Foundation.

The Presidential Leadership Scholars program will teach practical leadership skills to highly motivated leaders through an unprecedented

collection of resources and faculty. The inaugural class of 2015 will commence the 100-hour, six-month course schedule with an intensive four-day training program addressing the fundamentals of leadership across a variety of industries. Four weekend classes subsequently will be held at each of the participating Presidential centers, followed by a multi-day closing session and graduation ceremony.



"We appreciate the generous support of The Miles Foundation in helping us stand up the Presidential Leadership Scholars program, which will train highly motivated people with a track record of leadership from across all sectors and backgrounds – business, the public sector, nonprofit, military, academia – to apply the lessons, principles and ideas they learn through the program to the complex opportunities and challenges that lie before them."

- Margaret Spellings, President, George W. Bush Presidential Center

Camp Fire First Texas

The Miles Foundation has teamed with Camp Fire First Texas (“Camp Fire”) to support its comprehensive School Readiness Program. Established in 2005, the program aims to improve the quality of early education and care provided in childcare facilities that feed into Forth Worth ISD elementary campuses. It focuses on those facilities that have lower scores on the district’s school readiness assessments.

Camp Fire’s School Readiness Program centers on five areas of child development: 1) social/emotional, 2) language, 3) cognitive, 4) physical and technological, and 5) motivation to learn. Camp Fire engages a multifaceted approach in the implementation of its program, including professional development

for teachers, child and teacher assessments, family engagement, and director leadership. According to Spring 2013 Kindergarten SAT10 NCE scores, Camp Fire students scored 3.6 points higher in Math and 6.7 points higher in Reading than those children who did not attend a Camp Fire supported pre-school.

“The Miles Foundation was thoughtful in the time they spent learning about our organization and the School Readiness Program. They were very receptive to providing feedback throughout the process, and discussing shared expectations and future goals.”

- Jennifer Folzenlogen, Camp Fire Project Manger



George C. Clark **Elementary**

George C. Clarke is one of two Fort Worth elementary schools awarding college scholarships to students in the fifth grade. The program inspires students to set goals for college at an early age and view attending college as a reality and expectation. The school also seeks to engage and encourage students' parents to support their children's college aspirations, as many parents did not attend college themselves.

Scholarships are awarded for excellence in reading, writing, science, math, social studies, music, and leadership. In 2014, between the two schools, 44 students received \$500 to put toward their college educations. According to the Mexican-American College Education Fund, which facilitates the funding of the program, 85% of the students that receive elementary scholarships go on to graduate college.



"We are grateful to The Miles Foundation for its ongoing support of our scholarship program, which has positively impacted so many children's lives over the last 14 years. It is partners like The Miles Foundation that enable the growth of programs that can greatly improve our young people's futures."

– David Rush, George C. Clarke Elementary

Dream Outside the Box

Dream Outside the Box inspires children in low socioeconomic neighborhoods, or “dream deserts,” to strive for higher education opportunities by exposing them to hands-on learning in fields such as art and engineering. Teaming with local college student volunteers, Dream Outside the Box provides these children with unique educational experiences and mentoring in order to broaden their ideas of career success and what is possible.

Since its founding in 2012, Dream Outside the Box has partnered with Texas Christian University, the University of North Texas, and the University of Missouri to:

- Engage over 700 college student volunteers in their respective fields of study
- Maintain an average of 75 children annually who participate in the program
- Offer a wide array of experiential learning in areas such as engineering, art, science, photography, architecture, and theater
- Help its college students seize rewarding career opportunities with Teach for America, the White House, and in various engineering and medical fields
- Watch its “Little Dreamer” participants transform their career aspirations from being a rapper or football player to being a lawyer or entrepreneur

“With The Miles Foundation, it is a true partnership. From the very beginning, they have contributed resources, ideas and hands-on support. The Miles Foundation knows that innovation and collaboration will be key drivers of change, so they have really teamed with us to bring our vision to life.”

**- Kam S. Phillips, Chief Executive Dreamer,
Dream Outside the Box**



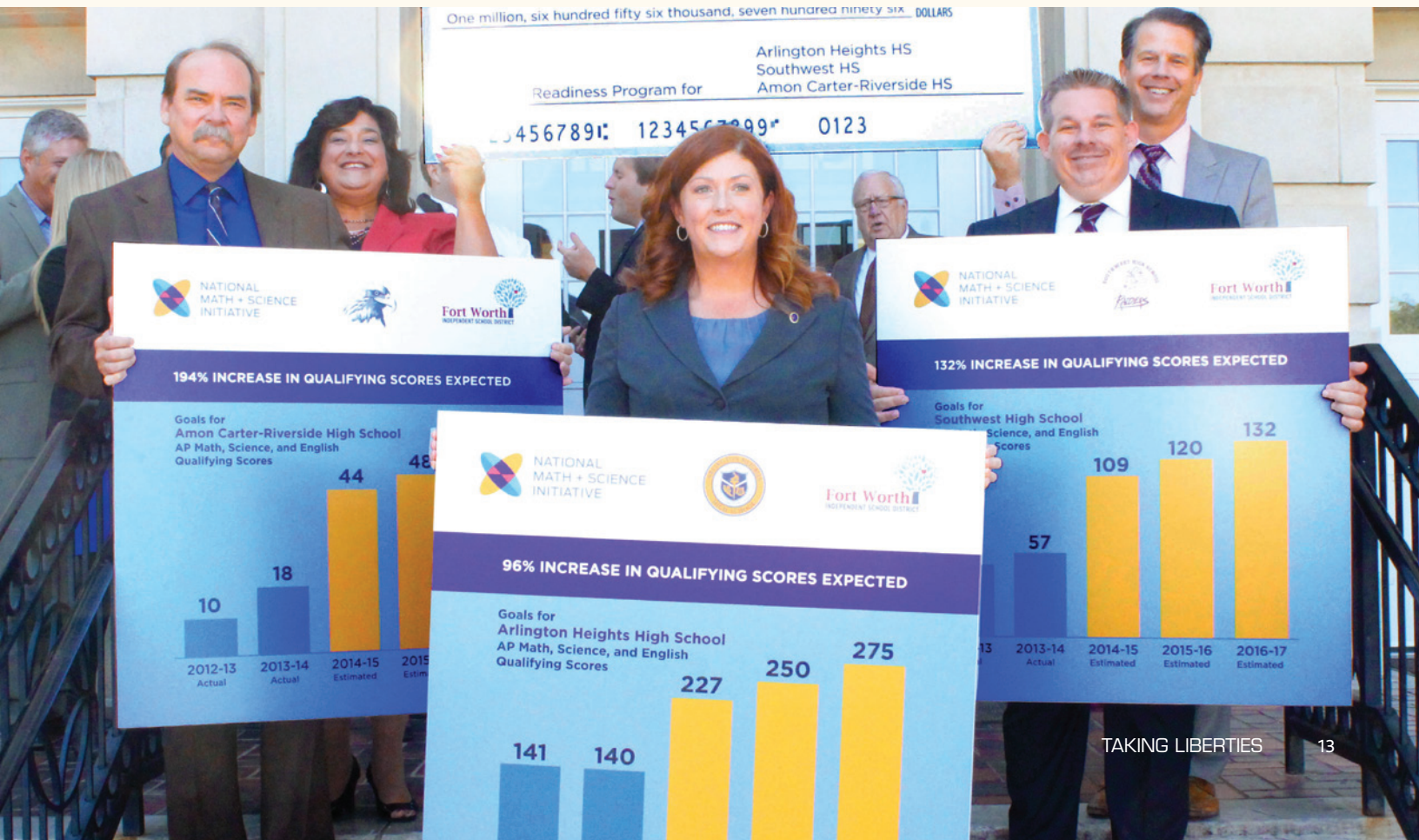
National Math + Science Initiative

With the help of The Miles Foundation and other key partners, the National Math + Science Initiative (NMSI) brings its nationally renowned College Readiness Program to three new Fort Worth ISD high schools – Arlington Heights, Amon Carter-Riverside, and Southwest.

The average first-year increase in qualifying math, science and English exam scores among NMSI partner schools is 68 percent – 10 times the national average. The Program has already increased student performance and success for under-represented groups in more than 620 schools across the U.S.

The College Readiness Program’s success is evidenced by a significant increase in students enrolled in and achieving qualifying scores on AP exams.

“The Miles Foundation has demonstrated a keen interest in helping to shape the strategic direction of the Fort Worth ISD program and enable its success. We are excited to be teaming with such an engaged partner to affect positive change for these schools and their students.”
 -Debbie Reynolds-Johnsen, Director, College Readiness Program




Communities In Schools

Communities In Schools (CIS) maintains a singular focus to keep kids in school, and currently boasts a 99% stay-in-school rate for at-risk students who participate in their program. With an internal motto of “whatever it takes,” the CIS team tailors a plan to address each child’s individual needs so they can overcome obstacles, excel in school, and establish a foundation for a brighter future.

In Tarrant County, CIS began in only two schools, impacting about 200 students. Today, CIS has

expanded into 46 schools, serving over 30,000 students in Fort Worth and its surrounding communities. A “Report Card” for CIS of Greater Tarrant County’s 2013-2014 school year reveals more encouraging statistics for its program participants, including improved grades for 80% of the participants and a 97% graduation rate.



“We are thankful to The Miles Foundation for helping us bring hope to families where it otherwise might be lacking – and for enabling positive change in our local community.”

- Lindsey Garner, Vice President and Chief Development Officer,
Communities In Schools of Greater Tarrant County

Parent Engagement Collaborative

The Miles Foundation has partnered with leading Fort Worth-based foundations Rainwater Charitable Foundation and The Morris Foundation to launch the Parent Engagement Collaborative. The Project focuses on parental engagement and education efforts targeting children ages 0-5 in Fort Worth's Morningside neighborhood. With a population of 16,000, approximately 70% of Morningside's residents live below the poverty level.

Understanding that parents are the first and most formative teachers of their children, the project strives to promote parent engagement in early childhood education, with an initial focus on the Morningside area. The foundations selected the following local agencies to receive funding as part of the collaborative project:

- AVANCE Inc. and United Community Centers will provide classes to prepare children to start

kindergarten ready for success and to nurture parental involvement.

- Camp Fire First Texas will invite parents with children under age five to join in "Parent Nights" once per month, including dinner and conversations about family-related topics.
- The Concilio will provide Spanish-speaking families with information on how to help their children ages 0-5 to excel in school.
- East Fort Worth Montessori Academy will offer a lending library, along with a variety of classes for children, childcare providers, and parents.
- The Fort Worth Library will host "Family Time Saturdays," which will entail story times and child development sessions for parents, caregivers, and children under 5.
- The Parenting Center will provide an 8-week program for parents to help boost their children's development, decrease problem behaviors, and form respectful relationships.

"We believe these hand-selected partners will be extremely effective in impacting parent engagement and education in this critical area of our community. Each of these organizations brings a distinctive advantage to the Morningside community, and we look forward to supporting their collective success going forward."

– Grant Coates, President and CEO, The Miles Foundation



A Profile of Service

For two Board members who have been with the Foundation since its beginning, following is a tribute to their service, friendship, and dedication over the last 30 years.

Jack Burdett



In the fall of 1981, 38-year-old Jack Burdett applied to work as an oil and gas accountant for Miles Production Company. Founder Ellison Miles, then 63, had started his oil company after returning from World War II where he served as Captain of the renowned Woolaroc flight crew in England.

Thirty-five years later, Miles Production Company had made a name for itself in the local oil and gas industry, and Jack was eager to join its entrepreneurial culture. Upon being hired, Jack was immediately thrust into a flurry

of accounting activities for the firm. With only 25 employees at the time (and the recent introduction of the office computer), everyone was busy in their respective roles. Jack recalls that it took several weeks for team members to even recognize he was a new hire and not an outside auditor. Soon, however, the Miles Production team came to be like family.

Jack revered his relationship with Mr. Miles most of all. Mr. Miles' office was a floor above his own, and every evening before he left to go home for the day, Mr. Miles would peer into the employees' offices to check in on the day's activity and say goodnight. Jack would always have a work update or anecdote prepared for those instances with Mr. Miles. Even when he would be hard at work, Jack looked forward to that interaction every day, and believes it was a joy for Mr. Miles, as well. "His face would light up" when they talked, Jack says.

As Jack and Mr. Miles' relationship grew, so did the trust that Mr. Miles placed in Jack in both his work and personal life. Jack took on increasing work responsibilities at Miles Production throughout the 1980s and '90s, including handling the company's tax returns and payroll. Soon, Mr. Miles consulted Jack on his personal tax returns, as well. When the time came for Mr. Miles to revise his will, it was his confidant and friend Jack that he turned to. And so in 1996, it was natural that Ellison Miles enlisted Jack's help to draft the initial documents that would form the beginnings of The Miles Foundation.

Jack was included as one of the 10 initial Directors on the Board for The Miles Foundation in 1997. Following Mr. Miles' death in 2004, Jack remained active on the Board and felt a protective duty to fulfill Mr. Miles' vision for the Foundation and preserve his legacy. Today, Jack is one of three members serving on The Miles Foundation Board. He is still very much a part of overseeing the growth and development of the Foundation, 17 years after its formation. What's more, he is energized about the future of the Foundation, thanks to current President and CEO, Grant Coates. As Jack says, "We are where we are now because of his leadership."

In fact, The Miles Foundation team can say the same about Jack. Jack's loyalty to Mr. Miles and his commitment to carrying out his legacy has shaped the strategic direction of the Foundation. With his guidance, The Miles Foundation has stayed true to its mission amidst exciting change and opportunity.

For Jack's leadership and loyalty, we are forever grateful.

A Profile of Service

Sherry Wilson

Sherry Wilson was hired as a receptionist at Miles Production Company in 1981. Although she began working directly for one of the company's Vice Presidents, she and founder Ellison Miles established an early rapport.

Sherry served as a general office clerk at Miles Production for 10 years. When Mr. Miles' secretary retired, he hired Sherry to take her place. Sherry quickly became a "right-hand" aide to Mr. Miles, helping him manage both his professional demands and personal business.

Sherry admired Mr. Miles' leadership style, and appreciated his support throughout her career. He established clear goals for his employees and then allowed them to execute their own plans for achieving those objectives. Sherry felt that Mr. Miles helped her develop confidence in her professional skills and abilities. "He could see your potential, and he really encouraged you to succeed," Sherry says.

Mr. Miles appreciated that Sherry helped him stay apprised of what was happening in his employees' lives. "He loved knowing his employees on a personal level," Sherry remembers, "and we appreciated his interest in us and our families." The loyalty that Mr. Miles' employees had for him and the company was not accidental – in fact, his generosity, respect, and genuine concern for his employees is what made Miles Production feel like an extended family for everyone who worked there.

Sherry compares the Miles Production team to Mr. Miles' flight crew that fought with him in WWII. "The crew took care of him, and he took care of them," Sherry says. Indeed, Mr. Miles enjoyed his role as steward and caretaker of his employees. One of his favorite events of the year was the office Christmas party, where he would take joy in personally handing out prizes to everyone in attendance.

In 1994, Sherry was named Corporate Secretary for Miles Production Company, and became an inaugural

member of the Board of Directors. Along with Jack Burdett, Mr. Miles entrusted Sherry to be a co-trustee of his estate in the late 1990s. Sherry says that level of trust "deepened my sense of gratitude and obligation to fulfill the duty and honor that was bestowed on me."

For Sherry, the most valuable aspect of working with Mr. Miles was observing first-hand how a true leader approached relationships – including with his family and friends, and his employees. "Working for someone like that changes you, and you try to model that behavior in your own life."

Sherry has certainly impacted the lives of those with whom she's worked for over three decades. It was Sherry who first read through Mr. Miles' WWII letters in 1991 and recognized the historical and sentimental significance of that correspondence.

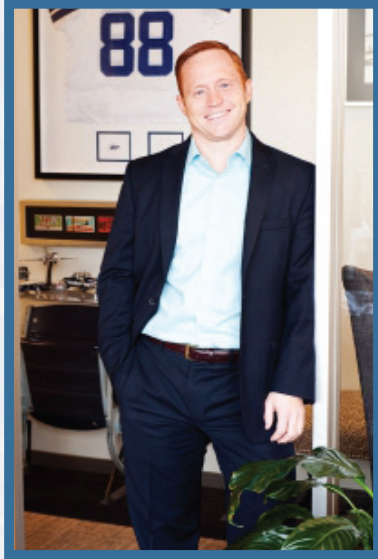
Now, with Liberty Letters finally published, and a passionate leadership team at the helm, Sherry feels enthusiastic about what is to come for the Foundation. "I have great faith in what this team can accomplish. Their vision is very much in keeping with what Mr. Miles would have done if he were alive."

Sherry's fondness and respect for the Foundation and its "crew" run deep – and those feelings are wholeheartedly reciprocated. Her dedication to honoring Mr. Miles' legacy, and her genuine and caring spirit have infused the Foundation with purpose since the day it first began.

We thank Sherry for modeling a selfless commitment to Mr. Miles' vision that the Foundation will endeavor to carry forward next year, and for many years to come.



Board of Directors & Staff



Grant Coates
Chief Executive Officer & President



Jack Burdett
Board Member



Sherry Wilson
Board Member



Jay McCall
Senior Programs Officer



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