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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation PENDLETON AND ELISABETH CAREY MILLER CHARITABLE FOUNDATION	A Employer identification number 91-1671814			
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 77377	Room/suite	B Telephone number 206-417-4638		
C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>					
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,661.	14,661.		STATEMENT 2
4 Dividends and interest from securities		89,585.	89,585.		STATEMENT 3
5a Gross rents		112,820.	112,820.		STATEMENT 4
b Net rental income or (loss) 104,182.					STATEMENT 5
6a Net gain or (loss) from sale of assets not on line 10		1,054,943.			STATEMENT 1
b Gross sales price for all assets on line 6a 7,204,320.					
7 Capital gain net income (from Part IV, line 2)			2,558,755.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income OGDEN, UT		2,794.	2,794.	0.	STATEMENT 6
12 Total Add lines 1 through 11		1,274,803.	2,778,615.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages		20,105.	2,011.	0.	18,094.
15 Pension plans, employee benefits					
16a Legal fees STMT 7		27,856.	12,003.	0.	15,853.
b Accounting fees STMT 8		7,845.	3,923.	0.	3,922.
c Other professional fees STMT 9		45,941.	36,491.	0.	9,450.
17 Interest					
18 Taxes STMT 10		51,651.	14,651.	0.	0.
19 Depreciation and depletion		6,300.	6,300.	0.	
20 Occupancy		1,631.	815.	0.	816.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 11		24,340.	22,193.	0.	2,147.
24 Total operating and administrative expenses. Add lines 13 through 23		185,669.	98,387.	0.	50,282.
25 Contributions, gifts, grants paid		709,399.			709,399.
26 Total expenses and disbursements Add lines 24 and 25		895,068.	98,387.	0.	759,681.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		379,735.			
b Net investment income (if negative, enter -0-)			2,680,228.		
c Adjusted net income (if negative, enter -0-)				0.	

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

Form 990-PF (2009)

91-1671814

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	812.	15,102.	15,102.
	2 Savings and temporary cash investments	675,122.	817,900.	817,900.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ► 232,000.			
	Less: allowance for doubtful accounts ►	350,000.	232,000.	232,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 12	124,354.	425,959.	428,054.
	b Investments - corporate stock STMT 13	2,703,350.	4,894,050.	5,064,344.
	c Investments - corporate bonds STMT 14	826,833.	971,452.	978,867.
	11 Investments - land, buildings, and equipment: basis ► 5,273,645.			
	Less accumulated depreciation STMT 15 ►	7,569,902.	5,273,645.	8,472,000.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	12,250,373.	12,630,108.	16,008,267.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,250,373.	12,630,108.	
	30 Total net assets or fund balances	12,250,373.	12,630,108.	
	31 Total liabilities and net assets/fund balances	12,250,373.	12,630,108.	

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 12,250,373.
2 Enter amount from Part I, line 27a	2 379,735.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 12,630,108.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12,630,108.

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2009)

91-1671814

Page 3

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.)
1a OCCIDENTAL PROPERTY			D	VARIOUS	06/26/09
b PUBLICLY TRADED SECURITIES - ST					
c PUBLICLY TRADED SECURITIES - LT					
d CAPITAL GAINS DIVIDENDS					
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 4,500,000.		1,125,694.	3,374,306.		
b 1,585,714.		1,637,941.	-52,227.		
c 1,118,343.		1,881,930.	-763,587.		
d 263.			263.		
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			3,374,306.		
b			-52,227.		
c			-763,587.		
d			263.		
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	2,558,755.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	583,007.	15,994,444.	.036451
2007	574,529.	16,999,698.	.033796
2006	480,600.	14,051,219.	.034203
2005	382,502.	13,195,392.	.028988
2004	441,988.	13,034,765.	.033908

2 Total of line 1, column (d)

2 .167346

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 .033469

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 16,050,448.

5 Multiply line 4 by line 3

5 537,192.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 26,802.

7 Add lines 5 and 6

7 563,994.

8 Enter qualifying distributions from Part XII, line 4

8 759,681.

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.

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2009)

91-1671814

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► 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 ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 42,360.

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 42,360.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

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 15,558.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b

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

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

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

4a

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

N/A

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV

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

8b

WA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

9

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

10

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

PENDLETON AND ELISABETH CAREY MILLER
 Form 990-PF (2009) CHARITABLE FOUNDATION

91-1671814

Page 5

Part VII-A Statements Regarding Activities (continued)

11		
12		
13	X	
14	JENNIFER COLLIER	Telephone no. 206-362-8612
	Located at P. O. BOX 77377, SEATTLE, WA	ZIP+4 98177
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►
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 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(l)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	X No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Form 990-PF (2009)

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2009)

91-1671814

Page 6

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

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?

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

►

0

Form 990-PF (2009)

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

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

Total number of others receiving over \$50,000 for professional services**0****Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
4		

Total. Add lines 1 through 3**0.**

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

Form 990-PF (2009)

91-1671814 Page 8

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 2,801,828.
b	Average of monthly cash balances	1b 2,498,041.
c	Fair market value of all other assets	1c 10,995,002.
d	Total (add lines 1a, b, and c)	1d 16,294,871.
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 16,294,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 244,423.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 16,050,448.
6	Minimum investment return. Enter 5% of line 5	6 802,522.

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	1 802,522.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 26,802.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 26,802.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 775,720.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 775,720.
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	7 775,720.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a 759,681.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b 0.
b	Program-related investments - total from Part IX-B	2
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a
3	Amounts set aside for specific charitable projects that satisfy the:	3b
a	Suitability test (prior IRS approval required)	4 759,681.
b	Cash distribution test (attach the required schedule)	5 26,802.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6 732,879.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	

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.

Form 990-PF (2009)

PENDLETON AND ELISABETH CAREY MILLER
 CHARITABLE FOUNDATION

Form 990-PF (2009)

91-1671814 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				775,720.
2 Undistributed income, if any, as of the end of 2009			759,264.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 759,681.			759,264.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				417.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

PENDLETON AND ELISABETH CAREY MILLER
 Form 990-PF (2009) CHARITABLE FOUNDATION

91-1671814 Page 11

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 17				
Total			► 3a	709,399.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923811 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				14 14,661.
4 Dividends and interest from securities				14 89,585.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property			16	104,182.
6 Net rental income or (loss) from personal property				
7 Other investment income				14 2,794.
8 Gain or (loss) from sales of assets other than inventory				18 1,054,943.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.		1,266,165.
13 Total. Add line 12, columns (b), (d), and (e)				0. 1,266,165.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

OCCIDENTAL PROPERTY		DONATED	VARIOUS	06/26/09
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(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,500,000.	2,539,957.	89,549.	0.	1,870,494.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

PUBLICLY TRADED SECURITIES - ST		PURCHASED		
---------------------------------	--	-----------	--	--

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,585,714.	1,637,941.	0.	0.	-52,227.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

PUBLICLY TRADED SECURITIES - LT		PURCHASED		
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(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,118,343.	1,881,930.	0.	0.	-763,587.

CAPITAL GAINS DIVIDENDS FROM PART IV					263.
--------------------------------------	--	--	--	--	------

TOTAL TO FORM 990-PF, PART I, LINE 6A					1,054,943.
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PENDLETON AND ELISABETH CAREY MILLER CHA

91-1671814

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ELISABETH C MILLER BOTANICAL GARDEN TRUST	11,492.
UBS FINANCIAL SVCS	3,169.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,661.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SVCS	89,848.	263.	89,585.
TOTAL TO FM 990-PF, PART I, LN 4	89,848.	263.	89,585.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
THRIFTY PARK	1 2	112,820.
TOTAL TO FORM 990-PF, PART I, LINE 5A		112,820.

FORM 990-PF RENTAL EXPENSES STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES-RENTAL		8,638.	
- SUBTOTAL -	1		8,638.
TOTAL RENTAL EXPENSES			8,638.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			104,182.

FORM 990-PF

OTHER INCOME

STATEMENT 6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - MISCELLANEOUS	2,794.	2,794.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,794.	2,794.	0.

FORM 990-PF

LEGAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,856.	12,003.	0.	15,853.
TO FM 990-PF, PG 1, LN 16A	27,856.	12,003.	0.	15,853.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,845.	3,923.	0.	3,922.
TO FORM 990-PF, PG 1, LN 16B	7,845.	3,923.	0.	3,922.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INDEPENDENT CONTRACTORS	10,500.	1,050.	0.	9,450.
MANAGEMENT FEES	35,441.	35,441.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	45,941.	36,491.	0.	9,450.

FORM 990-PF

TAXES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES-TIMBER	3,527.	3,527.	0.	0.
FOREIGN TAXES	2,486.	2,486.	0.	0.
FEDERAL EXCISE TAXES	37,000.	0.	0.	0.
REAL ESTATE TAXES-RENTAL	8,638.	8,638.		0.
TO FORM 990-PF, PG 1, LN 18	51,651.	14,651.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 11

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES/ASSESSMENTS	1,623.	1,623.	0.	0.
INSURANCE	11,733.	11,733.	0.	0.
MISCELLANEOUS	1,752.	0.	0.	1,752.
REFORESTATION/MAINTENANCE	8,837.	8,837.	0.	0.
WEBSITE	395.	0.	0.	395.
TO FORM 990-PF, PG 1, LN 23	24,340.	22,193.	0.	2,147.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV'T	X		425,959.	428,054.
TOTAL U.S. GOVERNMENT OBLIGATIONS			425,959.	428,054.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			425,959.	428,054.

PENDLETON AND ELISABETH CAREY MILLER CHA

91-1671814

FORM 990-PF

CORPORATE STOCK

STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STK	4,894,050.	5,064,344.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,894,050.	5,064,344.

FORM 990-PF

CORPORATE BONDS

STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS	971,452.	978,867.
TOTAL TO FORM 990-PF, PART II, LINE 10C	971,452.	978,867.

FORM 990-PF

DEPRECIATION OF ASSETS HELD FOR INVESTMENT

STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ROAD	14,434.	8,177.	6,257.
GATE	1,500.	750.	750.
OTHER ASSETS	32,485.	20,904.	11,581.
PE ELL - ROADS	20,350.	3,392.	16,958.
GRAND PRAIRIE - ROADS	19,024.	3,170.	15,854.
TOTAL TO FM 990-PF, PART II, LN 11	87,793.	36,393.	51,400.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WINLOCK W. MILLER 827 BELLEVUE WAY NE BELLEVUE, WA 98004	PRESIDENT 1.00	0.	0.	0.
CAREY K. MILLER 16517 SNOHOMISH AVE. SNOHOMISH, WA 98296	VICE-PRESIDENT 1.00	0.	0.	0.
FRANK MINTON 115 NE 100TH STREET, SUITE 300 SEATTLE, WA 98125	SECRETARY-TREASURER 1.00	0.	0.	0.
MALCOLM MOORE 1501 FOURTH VE., SUITE 2600 SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.	0.
W. HOWARTH MEADOWCROFT FIDUCIARY COUNSELING, INC. P.O.BOX 1278 TACOMA, WA 98401	TRUSTEE 1.00	0.	0.	0.
RICHARD BROWN 11787 NE OHIO AVE KINGSTON, WA 98234	TRUSTEE 1.00	0.	0.	0.
ELISABETH BOTTLER 3008 WEBSTER POINT ROAD SEATTLE, WA 98103	TRUSTEE 1.00	0.	0.	0.
CHRISTOPHER T. BAILEY 1411 FOURTH AVENUE, SUITE 1430 SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ELISABETH C MILLER BOTANICAL GARDEN P.O. BOX 77377 SEATTLE, WA 98177	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	448,438.
ELISABETH MILLER LIBRARY, UNIVERSITY OF WASHINGTON 3501 NE 41ST STREET SEATTLE, WA 98195	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	30,110.
FORT NISQUALLY FOUNDATION 5400 N PEARL STREET, #11 TACOMA, WA 98407	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	10,000.
NORTHWEST HORTICULTURAL SOCIETY P.O. BOX 4597 ROLLING BAY, WA 98061	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	10,000.
PACIFIC HORTICULTURE FOUNDATION 2931 SHATTUCK AVE, #104 BERKELEY, CA 94705-1808	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	10,500.
PACIFIC SCIENCE CENTER 200 SECOND AVE NORTH SEATTLE, WA 98109	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	5,000.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	2,000.
RHODODENDRON SPECIES FOUNDATION P.O. BOX 3798 FEDERAL WAY, WA 98063	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	9,600.

SEATTLE PARKS FOUNDATION 860 TERRY AVE N, SUITE 231 SEATTLE, WA 98109	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	40,000.
THE GARDEN CONSERVANCY 3102 ROUTE 9 COLD SPRING, NY 10516	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	5,000.
UNIVERSITY OF WASHINGTON 1415 NE 45TH ST. SEATTLE, WA 98105	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	121,751.
WOODLAND PARK ZOOLOGICAL SOCIETY 601 N. 59TH STREET SEATTLE, WA 98103	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	15,000.
YALE UNIVERSITY 265 CHURCH STREET NEW HAVEN, CT 06520	NONE TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	501(C)(3)	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			709,399.

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

91-1671814

Attachment to Form 990-PF
Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the year 2009

Pursuant to IRC Regulation § 53.4945-5(d)(2), the PENDLETON AND ELISABETH CAREY MILLER CHARITABLE FOUNDATION provides the following information:

(i) Grantee: The Elisabeth Carey Miller Botanical Garden Trust
P.O. Box 77377
Seattle, WA 98177

(ii) Amount of Grants: \$448,438

(iii) Purpose of Grants: General support for The Elisabeth Carey Miller Botanical Garden Trust, a foundation operating a horticultural study center and botanical garden that is a sanctuary for threatened and endangered plant species and rare and uncommonly grown plant material.

(iv) and (vi) Reports: The Elisabeth Carey Miller Charitable Foundation submitted full and complete reports of its expenditures of the 2009 operating support grants.

(v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.

(vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.