



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

A Employer identification number

P.O. BOX 77377

91-1671814

City or town, state, and ZIP code

SEATTLE, WA 98177

B Telephone number

206-417-4638

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method: Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

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))

		(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 Interest on savings and temporary cash investments				
3	Dividends and interest from securities	26.	26.		STATEMENT 2
4	5a Gross rents	247,908.	247,908.		STATEMENT 3
	b Net rental income or (loss)	2,000.	2,000.		STATEMENT 4
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	440,818.			STATEMENT 1
7	Capital gain net income (from Part IV, line 2)		710,150.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	690,752.	960,084.	0.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages	31,473.	3,147.	0.	28,326.
15	Pension plans, employee benefits				
16a	Legal fees	STMT 5	1,001.	0.	1,001.
b	Accounting fees	STMT 6	8,835.	4,418.	4,417.
c	Other professional fees	STMT 7	71,314.	71,314.	0.
17	Interest				
18	Taxes	STMT 8	24,229.	22,229.	0.
19	Depreciation and depletion		5,776.	5,776.	0.
20	Occupancy		4,800.	2,400.	2,400.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 9	26,945.	25,895.	1,050.
24	Total operating and administrative expenses. Add lines 13 through 23		174,373.	135,179.	37,194.
25	Contributions, gifts, grants paid		806,587.		806,587.
26	Total expenses and disbursements. Add lines 24 and 25		980,960.	135,179.	843,781.
27	Subtract line 26 from line 12:		-290,208.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		824,905.		
c	Adjusted net income (if negative, enter -0-)			0.	

423501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2011)

G14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,836.	239,191.	239,191.
	2 Savings and temporary cash investments	247,093.	331,154.	331,154.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►	200,000.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	STMT 10	755,916.	97,632.
	b Investments - corporate stock	STMT 11	5,237,304.	5,052,887.
	c Investments - corporate bonds	STMT 12	601,473.	1,527,495.
	11 Investments - land, buildings, and equipment basis ►	4,447,586.		
	Less accumulated depreciation	STMT 13 ►	4,942,813.	4,447,586.
	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)		11,987,435.	11,695,945.
	17 Accounts payable and accrued expenses			
Liabilities	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 ►)	STATEMENT 14	1,217.	-65.
	23 Total liabilities (add lines 17 through 22)		1,217.	-65.
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		11,986,218.	11,696,010.
	30 Total net assets or fund balances		11,986,218.	11,696,010.
	31 Total liabilities and net assets/fund balances		11,987,435.	11,695,945.

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	11,986,218.
2 Enter amount from Part I, line 27a	2	-290,208.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	11,696,010.
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	11,696,010.

PENDLETON A. ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2011)

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 PUBLICLY TRADED SECURITIES - ST		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES - LT		P	VARIOUS	VARIOUS
c RETURN OF CAPITAL		P	VARIOUS	VARIOUS
d TIMBER SALES		D	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS				
(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 3,813,283.		3,851,142.		-37,859.
b 3,459,477.		3,086,223.		373,254.
c 79,732.		79,732.		0.
d 589,442.		227,105.		362,337.
e 12,418.				12,418.
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				-37,859.
b				373,254.
c				0.
d				362,337.
e				12,418.
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	710,150.
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))
2010	782,042.	15,306,080.	.051094
2009	732,879.	16,050,448.	.045661
2008	583,007.	15,994,444.	.036451
2007	574,529.	16,999,698.	.033796
2006	480,600.	14,051,219.	.034203
2 Total of line 1, column (d)			2 .201205
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 .040241
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,469,787.
5 Multiply line 4 by line 3			5 622,520.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,249.
7 Add lines 5 and 6			7 630,769.
8 Enter qualifying distributions from Part XII, line 4			8 843,781.

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 A. ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2011)

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 2011 estimated tax payments and 2010 overpayment credited to 2011

6a **14,444.**

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 **14,444.**

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 **6,195.**

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

11 **6,195.** Refunded ►

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

1a **X**

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

1b **X**

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

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

1c **X**

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 **X**

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 **X**

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

4a **X**

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

4b

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

5 **X**

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 **X**

• 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 **X**

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

8a **X**

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 **X**

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 **X**

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 **X**

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

PENDLETON A. ELISABETH CAREY MILLER
 CHARITABLE FOUNDATION

91-1671814

Page 5

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► ANNE HUDSON Located at ► P.O. BOX 77377, SEATTLE, WA	Telephone no. ► 206-362-8612 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	► <input type="checkbox"/> 15 N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 16 X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?	1b	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____, _____		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4a	X
	4b	X

Form 990-PF (2011)

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 15		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

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		
Total. Add lines 1 through 3		► 0.

Form 990-PF (2011)

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	7,085,598.
b Average of monthly cash balances	1b	431,523.
c Fair market value of all other assets	1c	8,188,247.
d Total (add lines 1a, b, and c)	1d	15,705,368.
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	15,705,368.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,581.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,469,787.
6 Minimum investment return. Enter 5% of line 5	6	773,489.

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	773,489.
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,249.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,249.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	765,240.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	765,240.
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	765,240.

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	843,781.
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	843,781.
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	5	8,249.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	835,532.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				765,240.
2 Undistributed income, if any, as of the end of 2011			752,337.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 843,781.			752,337.	
a Applied to 2010, 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 2011 distributable amount				91,444.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				673,796.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 Paid during the year				
ARCS FOUNDATION 4616 25TH AVE NE, #429 SEATTLE, WA 98105	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,500.
ELISABETH C MILLER BOTANICAL GARDEN P.O. BOX 77377 SEATTLE, WA 98177	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	456,707.
NORTHWEST HORTICULTURAL SOCIETY P.O. BOX 4597 ROLLING BAY, WA 98061	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	10,000.
NORTHWEST MUSEUM OF ARTS & CULTURE P.O. BOX 201 SPOKANE, WA 99201	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	15,000.
PACIFIC SCIENCE CENTER 200 SECOND AVE NORTH SEATTLE, WA 98109	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	32,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 806,587.
b Approved for future payment				
NONE				
Total				► 3b 0.

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

91-1671814

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PHILLIPS ACADEMY 180 MAIN STREET <u>ANDOVER, MA 01810</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,000.
SEATTLE CHINESE GARDEN 6000 16TH AVE SW <u>SEATTLE, WA 98106</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	117,500.
SEATTLE GARDEN CLUB CENTER FOR URBAN HORTICULTURE <u>P.O. BOX 354115 SEATTLE, WA 98195</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	600.
THE GARDEN CONSERVANCY P.O. BOX 219 <u>COLD SPRING, NY 10516</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	5,000.
UNIVERSITY OF WASHINGTON 3501 NE 41ST ST., BOX 354115 <u>SEATTLE, WA 98195</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	161,280.
UNIVERSITY OF WASHINGTON LAW SCHOOL 1100 NE CAMPUS PARKWAY <u>SEATTLE, WA 98105</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,000.
YALE UNIVERSITY 55 WHITNEY AVE, P.O. BOX 238 <u>NEW HAVEN, CT 06521</u>	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,000.
Total from continuation sheets				290,380.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
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				
4 Dividends and interest from securities			14	26.
5 Net rental income or (loss) from real estate:			14	247,908.
a Debt-financed property				
b Not debt-financed property			16	2,000.
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	440,818.
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.	690,752.
13 Total. Add line 12, columns (b), (d), and (e)			13	690,752.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	990-PF									
		Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation
1	ROAD	07/01/01	SL	15.00	HY17	14,434.			14,434.	9,139.	962.
2	GATE	07/01/02	SL	15.00	HY17	1,500.			1,500.	850.	100.
3	OTHER ASSETS	12/31/01	SL	15.00	HY17	32,485.			32,485.	23,399.	2,089.
14	PE ELL - ROADS	07/01/07	SL	15.00	HY17	20,350.			20,350.	4,749.	1,357.
15	GRAND PRAIRIE - ROADS	07/01/07	SL	15.00	HY17	19,024.			19,024.	4,438.	1,268.
	* TOTAL 990-PF PG 1 DEPR					87,793.			87,793.	42,575.	5,706.
											48,351.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - ST				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)		
3,813,283.	3,851,142.	0.	0.	-37,859.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - LT				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)		
3,459,477.	3,086,223.	0.	0.	373,254.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RETURN OF CAPITAL				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)		
79,732.	79,732.	0.	0.	0.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				DONATED	VARIOUS	VARIOUS
TIMBER SALES	589,442.	496,437.	0.	0.	0.	93,005.
CAPITAL GAINS DIVIDENDS FROM PART IV					12,418.	
TOTAL TO FORM 990-PF, PART I, LINE 6A					440,818.	

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

SOURCE	AMOUNT
UBS FINANCIAL SVCS	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SVCS	260,326.	12,418.	247,908.
TOTAL TO FM 990-PF, PART I, LN 4	260,326.	12,418.	247,908.

FORM 990-PF	RENTAL INCOME	STATEMENT	4
-------------	---------------	-----------	---

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MISCELLANEOUS RENTAL	1	2,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,000.

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,001.	0.	0.	1,001.
TO FM 990-PF, PG 1, LN 16A	1,001.	0.	0.	1,001.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,835.	4,418.	0.	4,417.
TO FORM 990-PF, PG 1, LN 16B	8,835.	4,418.	0.	4,417.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	71,314.	71,314.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	71,314.	71,314.	0.	0.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES-TIMBER	3,855.	3,855.	0.	0.
FOREIGN TAXES	6,108.	6,108.	0.	0.
FOREST EXCISE TAXES	12,266.	12,266.	0.	0.
FEDERAL EXCISE TAXES	2,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	24,229.	22,229.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES/ASSESSMENTS	1,070.	1,070.	0.	0.
INSURANCE	14,555.	14,555.	0.	0.
MISCELLANEOUS	1,462.	731.	0.	731.
REFORESTATION/MAINTENANCE	7,869.	7,869.	0.	0.
OFFICE EXPENSE	439.	220.	0.	219.
BOARD MEETING EXPENSE	100.	0.	0.	100.
INVESTMENT EXPENSES	1,450.	1,450.	0.	0.
TO FORM 990-PF, PG 1, LN 23	26,945.	25,895.	0.	1,050.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV'T		X	97,632.	98,151.
TOTAL U.S. GOVERNMENT OBLIGATIONS			97,632.	98,151.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			97,632.	98,151.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STK	5,052,887.	5,120,449.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,052,887.	5,120,449.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET
		VALUE
CORP BONDS	1,527,495.	1,556,316.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,527,495.	1,556,316.

FORM 990-PF

DEPRECIATION OF ASSETS HELD FOR INVESTMENT

STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED	BOOK VALUE
		DEPRECIATION	
ROAD	14,434.	10,101.	4,333.
GATE	1,500.	950.	550.
OTHER ASSETS	32,485.	25,488.	6,997.
PE ELL - ROADS	20,350.	6,106.	14,244.
GRAND PRAIRIE - ROADS	19,024.	5,706.	13,318.
TOTAL TO FM 990-PF, PART II, LN 11	87,793.	48,351.	39,442.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	1,217.	-65.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,217.	-65.

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
WINLOCK W. MILLER C/O MILLER LAND AND TIMBER 14604 106TH AVENUE NE BOTHELL, WA 98011	PRESIDENT 1.00	0.	0.
CAREY K. MILLER C/O MILLER LAND AND TIMBER 14604 106TH AVENUE NE BOTHELL, WA 98011	VICE-PRESIDENT 1.00	0.	0.
FRANK MINTON 16538 BEACH DRIVE NE LAKE FOREST PARK, WA 98155	SECRETARY-TREASURER 1.00	0.	0.
MALCOLM MOORE C/O DAVIS WRIGHT TREMAINE, LLP 1201 THIRD AVENUE, SUITE 2200 SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.
W. HOWARTH MEADOWCROFT FIDUCIARY COUNSELING, INC. P.O.BOX 1278 TACOMA, WA 98401-1278	TRUSTEE 1.00	0.	0.
RICHARD BROWN 27338 NE OHIO AVE KINGSTON, WA 98346	TRUSTEE 1.00	0.	0.
BETTY BOTTLE 1630 43RD AVE E, UNIT 220 SEATTLE, WA 98112	TRUSTEE 1.00	0.	0.
THOMAS BAYLEY 1411 FOURTH AVENUE, SUITE 730 SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.
GEOFFREY REVELLE C/O STOEL RIVES LLP 600 UNIVERSITY ST., SUITE 3600 SEATTLE, WA 98101	TRUSTEE 1.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

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 2011

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

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

(ii) Amount of Grants: \$456,707

(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 2011 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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions PENDLETON AND ELISABETH CAREY MILLER CHARITABLE FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 91-1671814
	Number, street, and room or suite no. If a P O box, see instructions P. O. BOX 77377	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SEATTLE, WA 98177	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	, 08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ANNE HUDSON

- The books are in the care of ► **P.O. BOX 77377 – SEATTLE, WA 98177**

Telephone No. ► **206-362-8612** FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box

►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **SEE STATEMENT 16**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 14,444.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 14,444.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

Date ►