



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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

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		B Telephone number 206-417-4638
City or town, state, and ZIP code SEATTLE, WA 98177		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,016,214. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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					
3 Interest on savings and temporary cash investments		63.	63.		STATEMENT 2
4 Dividends and interest from securities		263,308.	263,308.		STATEMENT 3
5a Gross rents		2,000.	2,000.		STATEMENT 4
b Net rental income or (loss)		2,000.			
6a Net gain or (loss) from sale of assets not on line 10		120,398.			STATEMENT 1
b Gross sales price for all assets on line 6a		4,100,948.			
7 Capital gain net income (from Part IV, line 2)			384,964.		
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		550.	550.		
12 Total. Add lines 1 through 11		386,319.	650,885.		STATEMENT 5
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages		31,391.	3,139.	0.	28,252.
15 Pension plans, employee benefits					
16a Legal fees STMT 6		1,820.	0.	0.	1,820.
b Accounting fees STMT 7		9,250.	4,625.	0.	4,625.
c Other professional fees STMT 8		67,900.	67,900.	0.	0.
17 Interest					
18 Taxes STMT 9		14,179.	12,179.	0.	0.
19 Depreciation and depletion		5,436.	5,436.	0.	
20 Occupancy		4,800.	2,400.	0.	2,400.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 10		34,953.	34,235.	0.	718.
24 Total operating and administrative expenses Add lines 13 through 23		169,729.	129,914.	0.	37,815.
25 Contributions, gifts, grants paid		559,317.			559,317.
26 Total expenses and disbursements Add lines 24 and 25		729,046.	129,914.	0.	597,132.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-342,727.			
b Net investment income (if negative, enter -0-)			520,971.		
c Adjusted net income (if negative, enter -0-)				0.	

G14

12

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

91-1671814

Page 2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	239,191.	259,531.	259,531.
	2 Savings and temporary cash investments	331,154.	438,458.	438,458.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 11	97,632.	233,989.	235,943.
	b Investments - corporate stock STMT 12	5,052,887.	5,285,671.	5,948,126.
	c Investments - corporate bonds STMT 13	1,527,495.	1,296,131.	1,360,756.
11 Investments - land, buildings, and equipment: basis ▶ 3,839,458.				
Less accumulated depreciation STMT 14 ▶	4,447,586.	3,839,458.	7,773,400.	
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)	11,695,945.	11,353,238.	16,016,214.	
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 ▶ STATEMENT 15)	-65.	-45.		
23 Total liabilities (add lines 17 through 22)	-65.	-45.		
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	11,696,010.	11,353,283.		
30 Total net assets or fund balances	11,696,010.	11,353,283.		
31 Total liabilities and net assets/fund balances	11,695,945.	11,353,238.		

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	11,696,010.
2 Enter amount from Part I, line 27a	2	-342,727.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,353,283.
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	11,353,283.

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 TIMBER SALES	D	VARIOUS	VARIOUS
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 1,943,294.		1,921,842.	21,452.
b 1,608,652.		1,456,016.	152,636.
c 531,342.		338,126.	193,216.
d 17,660.			17,660.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			21,452.
b			152,636.
c			193,216.
d			17,660.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	384,964.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	835,532.	15,469,787.	.054011
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

2 Total of line 1, column (d)	2	.221013
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	.044203
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,321,407.
5 Multiply line 4 by line 3	5	677,252.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,210.
7 Add lines 5 and 6	7	682,462.
8 Enter qualifying distributions from Part XII, line 4	8	597,132.

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 (2012)

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,419.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,419.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,419.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,195.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,195.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1.	
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	3,775.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WA</u>		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **ANNE HUDSON** 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**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

16	Yes	No
		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 2012?		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(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years 2011		
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.)		X
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 <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (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)? ☒ Yes ☐ No
- (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

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

☒

5b X

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

6b X

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

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

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

☐ Yes ☒ No

7b N/A

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

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 (2012)

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

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		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2012)

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	7,326,902.
b	Average of monthly cash balances	1b	454,426.
c	Fair market value of all other assets	1c	7,773,400.
d	Total (add lines 1a, b, and c)	1d	15,554,728.
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	15,554,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	233,321.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,321,407.
6	Minimum investment return. Enter 5% of line 5	6	766,070.

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	766,070.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,419.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,419.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	755,651.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	755,651.
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	755,651.

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	597,132.
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	597,132.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	597,132.

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** (2012)

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2012)

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)				
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	5,000.
ARBORETUM FOUNDATION 2300 ARBORETUM DRIVE EAST SEATTLE, WA 98112	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	20,000.
ELISABETH C MILLER BOTANICAL GARDEN P.O. BOX 77377 SEATTLE, WA 98177	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	282,817.
HIGH DESERT MUSEUM 59800 S. HIGHWAY 97 BEND, OR 97702	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	5,000.
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.
Total SEE CONTINUATION SHEET(S) ▶ 3a				559,317.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|-----|--|--|-------|--|-------|--|--|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td></td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | | | 1a(1) | | 1a(2) | | | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| | Yes | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | | | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

JANIS P. WEST

Janis P. West

7/1/2013

P00007221

Firm's name ► **SWEENEY CONRAD P.S.**

Firm's EIN ▶ 91-1301672

Firm's address ▶ 2606 116TH AVENUE NE, SUITE 200
BELLEVUE, WA 98004-1422

Phone no. (425) 629-1990

Form **990-PF** (2012)

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

91-1671814

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
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 HORTICULTURE FOUNDATION P.O. BOX 680 BERKELEY, CA 94701	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	13,500.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,500.
RHODODENDRON SPECIES FOUNDATION P.O. BOX 3798 FEDERAL WAY, WA 98063	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	5,000.
SEATTLE GARDEN CLUB 1721 39TH AVE SEATTLE, WA 98122	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	25,000.
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN ST., #235 SEATTLE, WA 98104	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	25,000.
THE GARDEN CONSERVANCY P.O. BOX 219 COLD SPRING, NY 10516	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	5,000.
UNIVERSITY OF WASHINGTON 3501 NE 41ST ST., BOX 354115 SEATTLE, WA 98195	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	125,000.
UNIVERSITY OF WASHINGTON LAW SCHOOL 1100 NE CAMPUS PARKWAY SEATTLE, WA 98105	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	2,500.
WOODLAND PARK ZOOLOGICAL SOCIETY 601 N. 59TH STREET SEATTLE, WA 98103	NONE	501(C)(3)	TO ASSIST ORG. IN CARRYING OUT CHARITABLE PURPOSE	10,000.
Total from continuation sheets				236,500.

91-1671814

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES - ST					
	1,943,294.	1,921,842.	0.	0.	21,452.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES - LT					
	1,608,652.	1,456,016.	0.	0.	152,636.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TIMBER SALES					
	531,342.	602,692.	0.	0.	-71,350.

CAPITAL GAINS DIVIDENDS FROM PART IV 17,660.

TOTAL TO FORM 990-PF, PART I, LINE 6A 120,398.

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

SOURCE	AMOUNT
UBS FINANCIAL SVCS	63.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SVCS	280,968.	17,660.	263,308.
TOTAL TO FM 990-PF, PART I, LN 4	280,968.	17,660.	263,308.

FORM 990-PF RENTAL INCOME STATEMENT 4

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

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	550.	550.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	550.	550.	0.

FORM 990-PF	LEGAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,820.	0.	0.	1,820.
TO FM 990-PF, PG 1, LN 16A	1,820.	0.	0.	1,820.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,250.	4,625.	0.	4,625.
TO FORM 990-PF, PG 1, LN 16B	9,250.	4,625.	0.	4,625.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	67,900.	67,900.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	67,900.	67,900.	0.	0.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES-TIMBER	3,690.	3,690.	0.	0.
FOREIGN TAXES	5,725.	5,725.	0.	0.
FOREST EXCISE TAXES	2,764.	2,764.	0.	0.
FEDERAL EXCISE TAXES	2,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	14,179.	12,179.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES/ASSESSMENTS	1,432.	1,432.	0.	0.
INSURANCE	6,715.	6,715.	0.	0.
REFORESTATION/MAINTENANCE	25,956.	25,956.	0.	0.
OFFICE EXPENSE	263.	132.	0.	131.
BOARD MEETING EXPENSE	157.	0.	0.	157.
WEBSITE	430.	0.	0.	430.
TO FORM 990-PF, PG 1, LN 23	34,953.	34,235.	0.	718.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 11
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV'T	X		233,989.	235,943.
TOTAL U.S. GOVERNMENT OBLIGATIONS			233,989.	235,943.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			233,989.	235,943.

FORM 990-PF	CORPORATE STOCK		STATEMENT 12
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE
CORP STK	5,285,671.		5,948,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,285,671.		5,948,126.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS	1,296,131.	1,360,756.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,296,131.	1,360,756.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 14
-------------	--	--------------

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ROAD	14,434.	11,063.	3,371.
GATE	1,500.	1,050.	450.
OTHER ASSETS	32,485.	27,237.	5,248.
PE ELL - ROADS	20,350.	7,463.	12,887.
GRAND PRAIRIE - ROADS	19,024.	6,974.	12,050.
TOTAL TO FM 990-PF, PART II, LN 11	87,793.	53,787.	34,006.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	-65.	-45.
TOTAL TO FORM 990-PF, PART II, LINE 22	-65.	-45.

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

990-066

990-066

228111
05-01-12

(D) - Asset disposed

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

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 2012

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: \$282,817
- (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 2012 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.