Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
HAZEL MILLER FOUNDATION

% FOUNDATION MGMT GROUP LLC

Number and street (or P O box number if mail is not delivered to street address)
1000 second avenue 34th floor
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98104

A Employer identification number
27-1173049

B Telephone number (see instructions)
(206) 667-0300

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 14,271,452

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ______
(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 ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	278,805	256,661		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	768,277			
	b	Gross sales price for all assets on line 6a 2,086,478				
	7	Capital gain net income (from Part IV, line 2)		768,277		
	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) (attach schedule)				
	11	Other income (attach schedule)	65,915	65,915		
	12	**Total.** Add lines 1 through 11	1,112,997	1,090,853		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	90,525	66,183	0	22,581
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,286			
	19	Depreciation (attach schedule) and depletion	532			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,551			1,551
	24	**Total operating and administrative expenses.** Add lines 13 through 23	102,894	66,183	0	24,132
	25	Contributions, gifts, grants paid	598,077			598,077
	26	**Total expenses and disbursements.** Add lines 24 and 25	700,971	66,183	0	622,209
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	412,026			
	b	**Net investment income** (if negative, enter -0-)		1,024,670		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	371,261	564,702	564,702
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)	2,877,652	2,523,229	2,523,229
	b	Investments—corporate stock (attach schedule)	8,377,660	10,067,647	10,067,647
	c	Investments—corporate bonds (attach schedule)	878,333	1,015,724	1,015,724
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	89,779	89,779	89,779
	14	Land, buildings, and equipment basis ▶ 0 Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	8,827	10,371	10,371
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,603,512	14,271,452	14,271,452
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0	10,247	
	23	**Total liabilities** (add lines 17 through 22)	0	10,247	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,603,512	14,261,205	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	12,603,512	14,261,205	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,603,512	14,271,452	

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	12,603,512
2	Enter amount from Part I, line 27a	2	412,026
3	Other increases not included in line 2 (itemize) ▶	3	1,245,667
4	Add lines 1, 2, and 3	4	14,261,205
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,261,205

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SHORT TERM CAPITAL GAINS	P	2013-01-13	2013-12-31
b	LONG TERM CAPITAL GAINS	P	2001-01-01	2013-12-31
c	CAPITAL GAIN DIVIDENDS	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	52,208		52,133	75
b	1,714,841		1,266,068	448,773
c				319,429
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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				75
b				448,773
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	768,277
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	483,524	12,008,430	0 040265
2011	378,551	11,437,604	0 033097
2010	82,399	4,336,631	0 019001
2009			
2008			

2	**Total** of line 1, column (d).	2	0 092363
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 030788
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,231,754
5	Multiply line 4 by line 3.	5	407,379
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,247
7	Add lines 5 and 6.	7	417,626
8	Enter qualifying distributions from Part XII, line 4.	8	622,209

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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			1	10,247
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	
3	Add lines 1 and 2			3	10,247
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,247
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,480		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	22,480
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	12,233
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 12,233 **Refunded** ▶			11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶HTTP //WWW HAZELMILLERFOUNDATION ORG

14 The books are in care of ▶FOUNDATION MGMT GROUP LLC Telephone no ▶(206) 667-0300

Located at ▶1000 SECOND AVENUE 34TH FLOOR SEATTLE WA ZIP+4 ▶98104

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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)? (see instructions) ☐ 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)?	**5b**		
	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?	**6b**		**No**
	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			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (see instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	13,130,481
b	Average of monthly cash balances	1b	296,881
c	Fair market value of all other assets (see instructions)	1c	5,891
d	**Total** (add lines 1a, b, and c)	1d	13,433,253
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	13,433,253
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	201,499
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,231,754
6	**Minimum investment return.** Enter 5% of line 5	6	661,588

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	661,588
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,247		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,247
3	Distributable amount before adjustments Subtract line 2c from line 1			3	651,341
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	651,341
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	651,341

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	622,209
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	622,209
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,247
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	611,962

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				651,341
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			396,506	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 622,209				
a Applied to 2012, but not more than line 2a			396,506	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				225,703
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(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				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				425,638
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

HAZEL MILLER FOUNDATION
1000 SECOND AVENUE 34TH FLOOR
SEATTLE, WA 981041022
(206) 667-0300

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

APPLICANTS MUST USE APPLICATION FORM (AVAILABLE ON-LINE) AT FOUNDATION WEBSITE, WWW HAZELMILLERFOUNDATION ORG

c Any submission deadlines

2014 SUBMISSION DEADLINES JANUARY 31ST, APRIL 4TH, JULY 11TH, AND OCTOBER 10TH

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

APPLICANTS MUST BE 501(C)(3) ORGANIZATIONS SERVING THE COMMUNITIES OF EDMONDS AND SOUTH SNOHOMISH COUNTY THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS THE HAZEL MILLER FOUNDATION WILL BE CONSIDERING APPLICATIONS FOR GRANTS IN 2014 FOR AMOUNTS BETWEEN $1,000 - $25,000 GRANTS ABOVE $25,000 WILL BE CONSIDERED UNDER SPECIAL CIRCUMSTANCES OR FOR CAPITAL PROJECTS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
ATTACHMENT A 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	N/A	PC	SEE ATTACHMENT A	598,077
Total . . . . ▶ 3a				598,077
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	278,805	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	768,277	
8 Gain or (loss) from sales of assets other than inventory			18	65,915	
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)				1,112,997	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,112,997

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2014-11-17 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ANGELA M FIDLER				P01254538
Firm's name ▶ BADER MARTIN PS			Firm's EIN ▶	
Firm's address ▶ 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022			Phone no (206)667-0300	

Form 990PF Part VIII Line 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
Leigh Bennett 1000 second avenue 34th floor SEATTLE, WA 98104	Vice Chair 2 0	0	0	0
Renee McRae 1000 second avenue 34th floor SEATTLE, WA 98104	secretary 2 0	0	0	0
Patrick Shields 1000 second avenue 34th floor SEATTLE, WA 98104	treasurer 2 0	0	0	0
Richard Ellis 1000 second avenue 34th floor SEATTLE, WA 98104	Trustee 2 0	0	0	0
Jack Loos 1000 second avenue 34th floor SEATTLE, WA 98104	chair 2 0	0	0	0
Diana White 1000 second avenue 34th floor SEATTLE, WA 98104	Trustee 2 0	0	0	0
MARIA MONTALVO 1000 second avenue 34th floor SEATTLE, WA 98104	TRUSTEE 2 0	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Amortization Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
ORGANIZATION COSTS	2010-02-11	7,973	1,551	15 0	532			2,083

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309006174

TY 2013 Investments Corporate Bonds Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FD	148,587	148,587
FEDERATED TOTAL RETURN FUND	0	0
FRANKLIN CUSTODIAN FDNS INC	235,861	235,861
JANUS INVT FD FLEXBL BND SHS	56,842	56,842
JPMORGAN TR II	131,120	131,120
NATIXIS LOOMIS SAYLES INVEST	104,276	104,276
VANGUARD TOTAL BOND MARKET	281,696	281,696
TCW CORE FIXED INCOME FUND	57,342	57,342

TY 2013 Investments Corporate Stock Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN AMCAP FUND CL F	993,427	993,427
AMERICAN CAP INCOME BUILDER CL	605,489	605,489
AMERICAN EUROPACIFIC GROWTH FD	1,480,421	1,480,421
AMERICAN FUNDAMENTAL INVESTORS	0	0
AMERICAN GROWTH FD OF AMER CL	915,231	915,231
BLACKROCK EQUITY DIVID INSTL C	429,586	429,586
CAPITAL WORLD GROWTH & INC FD	487,709	487,709
CREDIT SUISSE COMM RET STRATEG	185,029	185,029
FUNDAMENTAL INVESTORS F2	707,332	707,332
GOLDMAN SMALL CAP VALUE CL I	316,409	316,409
HARBOR CAP APPRECIATION INSTIT	60,905	60,905
INVESCO VK GROWTH AND INCOME F	771,446	771,446
INVESCO SMALL CAP EQUITY	296,111	296,111
ISHARES CORE S&P MID-CAP	200,715	200,715
JANUS PERKINS MID CAP VALL	261,436	261,436
LORD ABBETT RES FD SML/CAP-A	0	0
MFS INTI VALUE FUND CL I	100,488	100,488
MFS VALUE FD CL I	488,324	488,324
OPPENHEIMER DEVELOPING MKT CL	107,219	107,219
OPPENHEIMER EQUITY INCOME CLAS	864,810	864,810
T ROWE PRICE DIVIDEND GROWTH F	182,548	182,548
THE INVESTMENT CO AMER CL F2	613,012	613,012

TY 2013 Investments Government Obligations Schedule

Name:	HAZEL MILLER FOUNDATION
EIN:	27-1173049
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	2,523,229
State & Local Government Securities - End of Year Fair Market Value:	2,523,229

TY 2013 Investments - Land Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491309006174

TY 2013 Investments - Other Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL INTEREST - WILLIAMS CO	FMV	89,779	89,779

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TY 2013 Land, Etc. Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

TY 2013 Other Assets Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAX	0	4,480	4,480
ORGANIZATIONAL COSTS	7,973	7,973	7,973
LESS ACCUMULATED DEPRECIATION	-1,550	-2,082	-2,082

TY 2013 Other Expenses Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE EXPENSE	25			25
MISCELLANEOUS EXPENSE	1,526			1,526

TY 2013 Other Income Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	65,915	65,915	

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TY 2013 Other Increases Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,245,667

TY 2013 Other Liabilities Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Description	Beginning of Year - Book Value	End of Year - Book Value
CURRENT FEDERAL EXCISE TAX	0	10,247

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TY 2013 Other Professional Fees Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES -	60,417	60,417	0	0
EDWARD JONES				
LESS ALLOCATED TO TEI	0	-1,566	0	0
ADMINISTRATIONS FEES AND MGMT-	30,108	7,527	0	22,581
FOUNDATION MANAGEMENT GROUP				
LESS ALLOCATED TO TEI	0	-195	0	0

TY 2013 Taxes Schedule

Name: HAZEL MILLER FOUNDATION

EIN: 27-1173049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	10,286			

HAZEL MILLER FOUNDATION
EIN: 27-1173049
2013 FORM 990-PF
ATTACHMENT A

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Edmonds Public Schools Foundation PO Box 390 Lynnwood, WA 98046	None PC	To provide support to Exempt Organization	38,000 00
Edmonds School District 20420 - 68th Ave W Lynnwood, WA 98036	None PC	To suppport the Scriber Lake High School Power Writing Program	77,050 00
Clothes for Kids 16725 - 52nd Ave W , #B Lynnwood, WA 98037	None PC	To provide support to Exempt Organization	5,000 00
Carol Rowe Memorial Food Bank c/o Edmonds United Methodist Church 828 Caspers Street Edmonds, WA 98020-2618	None PC	To provide support for food & food programs	15,000 00
Lynnwood Food Bank 5320 - 176th St SW Lynnwood, WA 98037	None PC	To provide support for food & food programs	10,000 00
Concern for Neighbors Food Bank 4700 - 228th Ave SW Montlake Terrace, WA 98043	None PC	To provide support to Exempt Organization	10,000 00
Senior Services of Snohomish County 8225 - 44th Ave W, Suite O Mukilteo, WA 98275-2811	None PC	To provide support for Meals on Wheels Program	10,000 00
Cocoon House 2929 Pine Street Everett, WA 98201	None PC	To provide support to Youth Street Outreach Program	10,000 00

HAZEL MILLER FOUNDATION
EIN: 27-1173049
2013 FORM 990-PF
ATTACHMENT A

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Edmonds Community Foundation 712 Alder Street Edmonds, WA 98020	None PC	To provide support to the Bottomless Backpacks Food for Youth Program	15,000 00
Cascade Bicycle Education Foundation 7400 Sand Point Way NE, Suite 101S Seattle, WA 98115	None PC	To provide support to Exempt Organization	10,000 00
Lutheran Community Services NW Family Center of Snohomish County 115 NE 100th St , Suite 200 Seattle, WA 98125	None PC	To provide support to Exempt Organization	5,000 00
Latino Community Fund - Washington PO Box 30669 Seattle, WA 98103	None PC	To support the Community Education Project	7,500 00
Student Conservation Association 1265 S Main St , Suite 210 Seattle, WA 98144	None PC	To support Youth Conservation in Snohomish County	25,000 00
Special Olympics Washington 1809 Seventh Ave , Suite 1509 Seattle, WA 98101	None PC	To support Project UNIFY in the Edmonds School District	10,000 00
Edmonds School District Alumni Assn PO Box 1334 Lynnwood, WA 98046	None PC	To provide support to Scholarship support	30,000 00
Village Theatre 2710 Wetmore Ave Everett, WA 98201	None PC	To support Pied Piper Program Scholarships	5,000 00
City of Edmonds Parks 700 Main Street Edmonds, WA 98020	None PC	Hazel Miller Plaza and Summer Concert Series in the Plaza	135,000 00

HAZEL MILLER FOUNDATION
EIN: 27-1173049
2013 FORM 990-PF
ATTACHMENT A

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Edmonds Arts Festival PO Box 212 Edmonds, WA 98020	None PC	To replace the Student Art Exhibit Display Panel	25,000 00
Sno-Isle Libraries Foundation 7312 - 35th Ave NE Marysville, WA 98271	None PC	To support the Bookmobile & Cart Service Van	11,307 00
Edmonds Chamber of Commerce Foundation 120 - 5th Ave N Edmonds, WA 98020	None PC	To provide support to 4th of July Festivities	30,000 00
Rotary Club of Edmonds Daybreak - Edmind Jazz PO Box 1584 Edmonds, WA 98020	None PC	To provide support to Exempt Organization	5,000 00
Edmonds Sister City Commission Fourtner Room, City Hall 121 5th Ave N Edmonds, WA 98020	None PC	To provide support to 25th Anniversary of Edmonds	7,500 00
Edmonds Community College Foundation 20000 68th Ave W Lynnwood, Wa 98036	None PC	Boots to Books & Beyound	25,000 00
City of Edomonds Art Commission 700 Main Street Edmonds, WA 98020	None PC	To provide support to Exempt Organization	2,200 00
Little Red School House 14 E Casino Rd Everett, WA 98208	None PC	Early Intervention for Childrens - Disability	5,000 00

HAZEL MILLER FOUNDATION
EIN: 27-1173049
2013 FORM 990-PF
ATTACHMENT A

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Epic Group Wirters 700 Main Street Edmonds, WA 98020	None PC	Anthology Project at Trinity Place	1,020 00
YMCA - Snohomish County 2720 Rockefeller Ave Everett, WA 98201	None PC	Case Management	3,000 00
Olympic Ballet Theatre 700 Main St Edmonds, WA 98020	None PC	To provide support to Exempt Organization	10,000 00
St Vincent De Paul - Snohomish 6430 Broadway Everett, WA 98201	None PC	To provide support to Exempt Organization	3,000 00
Edmonds Music4Life 422 1st Ave West #101 Seattle, WA 98119	None PC	To provide support to Exempt Organization	10,000 00
Pacific Science Center 200 2nd Ave N Seattle, WA 98109	None PC	To provide support to Exempt Organization	5,000 00
Smithwright Services 19910 50th Ave W Ste #102 Lynnwood, WA 98036	None PC	To provide support to Exempt Organization	5,000 00
Swidish Medical Center Foundation 801 Broadway, 10th Fl Seattle, WA 98122	None PC	To provide support to Exempt Organization	25,000 00
Lil' Bit Therapeutic Riding Center 19802 NE 148th St Woodinville, WA 98077	None PC	To provide support for Riding Scholarships For children in So Snohomish County	7,500 00
		Total Grants Paid	**598,077.00**