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Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2014 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	Room/suite	B Telephone number 206-417-4638
City or town, state or province, country, and ZIP or foreign postal 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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 16,921,569.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		305,907.	305,907.		
5a Gross rents		2,000.	2,000.		STATEMENT 2
b Net rental income or (loss) 2,000.					
6a Net gain or (loss) from sale of assets not on line 10		254,795.			STATEMENT 1
b Gross sales price for all assets on line 6a 3,099,504.					
7 Capital gain net income (from Part IV, line 2)			490,834.		
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		1,728.	1,728.		STATEMENT 3
12 Total. Add lines 1 through 11		564,430.	800,469.		
13 Compensation of officers, directors, trustees, etc.		23,365.	2,337.		21,029.
14 Other employee salaries and wages		8,915.	891.		8,023.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,224.	0.		1,224.
b Accounting fees STMT 5		15,047.	7,524.		7,524.
c Other professional fees STMT 6		69,217.	69,217.		0.
17 Interest					
18 Taxes STMT 7		112,417.	45,417.		0.
19 Depreciation and depletion		5,951.	0.		
20 Occupancy		4,800.	2,400.		2,400.
21 Travel, conferences, and meetings					
22 Printing and publications		85.	43.		43.
23 Other expenses STMT 8		55,961.	35,391.		20,570.
24 Total operating and administrative expenses. Add lines 13 through 23		296,982.	163,220.		60,813.
25 Contributions, gifts, grants paid		711,059.			711,059.
26 Total expenses and disbursements. Add lines 24 and 25		1,008,041.	163,220.		771,872.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<443,611.>			
b Net investment income (if negative, enter -0-)			637,249.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,730.	27,493.	27,493.
	2 Savings and temporary cash investments	348,222.	207,801.	207,801.
	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 10	133,471.	266,710.	268,796.
	b Investments - corporate stock STMT 11	6,467,919.	6,672,622.	6,972,929.
	c Investments - corporate bonds STMT 12	1,642,203.	1,559,891.	1,533,506.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶ 2,769,175.		
Less accumulated depreciation STMT 9 ▶ 64,466.		3,263,936.	2,704,709.	7,911,000.
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ OTHER)		0.	44.	44.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,858,481.	11,439,270.	16,921,569.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,858,481.	11,439,270.	
30 Total net assets or fund balances	11,858,481.	11,439,270.		
31 Total liabilities and net assets/fund balances	11,858,481.	11,439,270.		

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)	11,858,481.
2 Enter amount from Part I, line 27a	<443,611.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	24,400.
4 Add lines 1, 2, and 3	11,439,270.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	11,439,270.

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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 MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b TIMBER SALES	D	VARIOUS	VARIOUS
c			
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 2,390,324.		2,291,433.	98,891.
b 709,180.		317,237.	391,943.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			98,891.
b			391,943.
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	490,834.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☒ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2013			
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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.	8	

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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	12,745.
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	12,745.
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	12,745.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	38,974.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	38,974.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	26,229.	
11 Enter the amount of line 10 to be: Credited to 2015 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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"/> 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	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 2014 or the taxable year beginning in 2014 (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

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Part VII-A Statements Regarding Activities (continued)

<p>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) STATEMENT 13</p> <p>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)</p> <p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A</p> <p>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</p> <p>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</p> <p>16 At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►</p>	<p>STMT 14</p> <p>11</p> <p>12</p> <p>13</p>	<p>X</p> <p></p> <p>X</p>	<p></p> <p>X</p> <p></p>
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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
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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 ► <input type="checkbox"/></p>	1b		X
<p>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 2014?</p>	1c		X
<p>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)):</p> <p>a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____</p> <p>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____</p>	2b		
<p>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</p> <p>b If "Yes," did it have excess business holdings in 2014 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 2014.) N/A</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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 2014?</p>	4b		X

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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 4945(d)(4)(A)? (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

X

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

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

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		23,365.	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

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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
UBS FINANCIAL SERVICES 925 4TH AVENUE, SUITE 2000, SEATTLE, WA 98104	INVESTMENT SERVICES	69,217.

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 SEE STATEMENT 16	19,176.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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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	8,853,774.
b	Average of monthly cash balances	1b	437,405.
c	Fair market value of all other assets	1c	7,911,000.
d	Total (add lines 1a, b, and c)	1d	17,202,179.
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	17,202,179.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,033.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,944,146.
6	Minimum investment return. Enter 5% of line 5	6	847,207.

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	847,207.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	12,745.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,745.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	834,462.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	834,462.
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	834,462.

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	771,872.
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	771,872.
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	771,872.

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 (2014)

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF (2014)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				834,462.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			744,753.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 771,872.				
a Applied to 2013, but not more than line 2a			744,753.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				27,119.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				807,343.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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:

(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 address 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 (2014)

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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				
ARCS FOUNDATION, INC. 4616 25TH AVENUE NE P.O. BOX 429 SEATTLE, WA 98105	NONE	PC: 501(C)(3)	2015-17 UW SCHOLARSHIP	17,500.
LORD & SCHRYVER CONSERVANCY P.O. BOX 2755 SALEM, OR 97308-2755	NONE	PC: 501(C)(3)	2014 BOOK PROJECT; ELIZABETH LORD AND EDITH SCHRYVER	5,000.
MONTANA HISTORICAL SOCIETY P.O. BOX 201201 HELENA, MT 59620-1201	NONE	PC: 501(C)(3)	BOOK: "PEOPLE BEFORE THE PARK"	10,000.
NORTHWEST HORTICULTURAL SOCIETY P.O. BOX 4597 ROLLING BAY, WA 98061	NONE	PC: 501(C)(3)	EDUCATIONAL GRANT FOR 2013	10,000.
NORTHWEST HORTICULTURAL SOCIETY P.O. BOX 4597 ROLLING BAY, WA 98061	NONE	PC: 501(C)(3)	EDUCATIONAL GRANT FOR 2014	10,000.
Total	SEE CONTINUATION SHEET(S)			711,059.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(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	305,907.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property				16	2,000.	
6 Net rental income or (loss) from personal property						
7 Other investment income				01	1,728.	
8 Gain or (loss) from sales of assets other than inventory				18	254,795.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		564,430.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	564,430.

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

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

[illegible]

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

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

[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.

Signature of officer or trustee

Date _____

**EXECUTIVE
DIRECTOR**

May the IRS disclose this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JENNIFER BECKER
HARRIS

Preparer's signature

JENNIFER BECKER H

Date _____

11/10/15

Check ☐ self-employed

TPIN

P00183358

Firm's name ► CLARK NUBER, PS

Firm's EIN ► 91-1194016

Firm's address ► 10900 NE 4TH STREET, SUITE 1700
BELLEVUE, WA 98004

Phone no. 425-454-4919

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

91-1671814

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELIZABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		347,751.	12/31/14	347,751.	
Purpose of Grant 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.					
Date of Reports by Grantee		Diversions by Grantee			
NOT DUE YET		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELIZABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		317,737.	12/31/13	317,737.	
Purpose of Grant 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.					
Date of Reports by Grantee		Diversions by Grantee			
9/22/14		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
NW MUSEUM OF ARTS AND CULTURE 2316 WEST FIRST AVENUE SPOKANE, WA 99210-0201	NONE	PC: 501(C)(3)	2014 GRANT - 100 STORIES: A CENTENNIAL EXHIBITION	10,000.
PACIFIC HORTICULTURE SOCIETY P.O. BOX 680 BERKELEY, CA 94701	NONE	PC: 501(C)(3)	PUBLIC EDUCATION PROGRAMS	6,500.
PACIFIC SCIENCE CENTER 200 SECOND AVENUE N SEATTLE, WA 98109-4895	NONE	PC: 501(C)(3)	2014 GRANT - YAMASAKI COURTYARD PROJECT	35,308.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810-4161	NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	5,000.
RHODODENDRON SPECIES FOUNDATION P.O. BOX 3798 FEDERAL WAY, WA 98063-3798	NONE	PC: 501(C)(3)	GARDEN GAZEBO PROJECT	10,000.
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN STREET #235 SEATTLE, WA 99104	NONE	PC: 501(C)(3)	VOLUNTEER PARK IRRIGATION PROJECT	25,000.
THE ARBORETUM FOUNDATION 2300 ARBORETUM DRIVE EAST SEATTLE, WA 98112-2300	NONE	PC: 501(C)(3)	STEWARDS COORDINATOR POSITION	20,000.
Total from continuation sheets				658,559.

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

Form 990-PF **Part XV** **Supplementary Information** (continued) **91-1671814** Page 11

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - GENERAL OPERATIONS P.O. BOX 77377 SEATTLE, WA 98177		NONE	POF: 501(C)(3)	GENERAL OPERATIONAL SUPPORT	297,751.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - GREAT PLANT PICKS P.O. BOX 77377 SEATTLE, WA 98177		NONE	POF: 501(C)(3)	ANNUAL PROGRAM SUPPORT	50,000.
UNIVERSITY OF WASHINGTON BOTANIC GARDEN PO BOX 35955 SEATTLE, WA 98195-4115		NONE	PC: 501(C)(3)	GENERAL OPERATIONAL SUPPORT	18,000.
UNIVERSITY OF WASHINGTON LAW SCHOOL UNIVERSITY OF WASHINGTON, 1100 NE CAMPUS PARKWAY SEATTLE, WA 98105-6617		NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	5,000.
UNIVERSITY OF WASHINGTON LIBRARY UNIVERSITY OF WASHINGTON, P.O. BOX 352900 SEATTLE, WA 98195-2900		NONE	PC: 501(C)(3)	PRESERVATION DANIEL DAVIS PHOTO COLLECTION	80,000.
UNIVERSITY OF WASHINGTON MILLER SEED VAULT (RARE CARE PROGRAM) PO BOX 35955 SEATTLE, WA 98195-4115		NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	31,000.
UNIVERSITY OF WASHINGTON PRESS P.O. BOX 50096 SEATTLE, WA 98145-5096		NONE	PC: 501(C)(3)	2014 GRANT FOR BOOK: "COLD LIKE THE RIVER"	10,000.
Total from continuation sheets					

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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)					
UNIVERSITY OF WASHINGTON 3501 NE 41ST ST P.O. BOX 354115 SEATTLE, WA 98195		NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	25,000.
UNIVERSITY OF WASHINGTON 4616 25TH AVENUE NE, #429 SEATTLE, WA 98105		NONE	PC: 501(C)(3)	PACIFIC NW FLORA REVISION PROJECT	25,000.
YALE UNIVERSITY P.O. BOX 238 NEW HAVEN, CT 06521-2038		NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	5,000.
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) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MARKETABLE SECURITIES					VARIOUS	VARIOUS
	2,390,324.	2,291,433.	0.	0.		98,891.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
TIMBER SALES				DONATED	VARIOUS	VARIOUS
	709,180.	553,276.	0.	0.		155,904.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						254,795.

FORM 990-PF RENTAL INCOME STATEMENT 2

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

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,728.	1,728.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,728.	1,728.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,224.	0.		1,224.
TO FM 990-PF, PG 1, LN 16A	1,224.	0.		1,224.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,047.	7,524.		7,524.
TO FORM 990-PF, PG 1, LN 16B	15,047.	7,524.		7,524.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	69,217.	69,217.		0.
TO FORM 990-PF, PG 1, LN 16C	69,217.	69,217.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES - TIMBER	3,730.	3,730.		0.
FOREIGN TAXES PAID	4,848.	4,848.		0.
FOREST EXCISE TAXES	36,839.	36,839.		0.
FEDERAL EXCISE TAXES	67,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	112,417.	45,417.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES/ASSESSMENTS	1,071.	1,071.		0.
INSURANCE	23,071.	23,071.		0.
REFORESTATION/MAINTENANCE	11,249.	11,249.		0.
BOARD MEETING EXPENSE	692.	0.		692.
WEBSITE EXPENSE	430.	0.		430.
MISCELLANEOUS	272.	0.		272.
GARDEN LECTURE	19,176.	0.		19,176.
TO FORM 990-PF, PG 1, LN 23	55,961.	35,391.		20,570.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
ROAD	14,434.	12,987.	1,447.	0.
OTHER ASSETS	32,485.	31,569.	916.	0.
PE ELL - ROADS	20,350.	10,177.	10,173.	0.
GRAND PRAIRIE - ROADS	19,024.	9,510.	9,514.	0.
GATE	2,967.	223.	2,744.	0.
TIMBER	2,679,915.	0.	2,679,915.	7,911,000.
TO 990-PF, PART II, LN 11	2,769,175.	64,466.	2,704,709.	7,911,000.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	X		266,710.	268,796.
TOTAL U.S. GOVERNMENT OBLIGATIONS			266,710.	268,796.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			266,710.	268,796.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	6,672,622.	6,972,929.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,672,622.	6,972,929.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	1,559,891.	1,533,506.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,559,891.	1,533,506.

FORM 990-PF	TRANSFERS TO CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 13
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NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST

94-3166819

ADDRESS

P.O. BOX 77377
SEATTLE, WA 98177

DESCRIPTION OF TRANSFER

GRANT PROVIDED FOR GENERAL SUPPORT

AMOUNT
OF TRANSFER

347,751.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

347,751.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST

94-3166819

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

P.O. BOX 77377
SEATTLE, WA 98177

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS

TITLE AND
AVRG HRS/WKCOMPEN-
SATIONEMPLOYEE
BEN PLAN EXPENSE
CONTRIB ACCOUNTWINLOCK W. MILLER
P.O. BOX 77377
SEATTLE, WA 98177PRESIDENT
1.00

0.

0.

0.

GEOFFREY REVELLE
P.O. BOX 77377
SEATTLE, WA 98177VICE-PRESIDENT
1.00

0.

0.

0.

FRANK MINTON
P.O. BOX 77377
SEATTLE, WA 98177SECRETARY-TREASURER
1.00

0.

0.

0.

THOMAS BAYLEY
P.O. BOX 77377
SEATTLE, WA 98177TRUSTEE
1.00

0.

0.

0.

ELISABETH (BETTY) BOTTLE
P.O. BOX 77377
SEATTLE, WA 98177TRUSTEE
1.00

0.

0.

0.

W. HOWARTH MEADOWCROFT
P.O. BOX 77377
SEATTLE, WA 98177TRUSTEE
1.00

0.

0.

0.

PENDLETON AND ELISABETH CAREY MILLER CHA

91-1671814

CAREY K MILLER	TRUSTEE			
P.O. BOX 77377	1.00	0.	0.	0.
SEATTLE, WA 98177				
MALCOM MOORE	TRUSTEE			
P.O. BOX 77377	1.00	0.	0.	0.
SEATTLE, WA 98177				
RICHARD BROWN	EXECUTIVE DIRECTOR			
P.O. BOX 77377	40.00	23,365.	0.	0.
SEATTLE, WA 98177				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	23,365.	0.	0.
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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY ONE

AS A LASTING GIFT TO THE HORTICULTURAL COMMUNITY, THE
 PENDLETON AND ELISABETH CAREY MILLER CHARITABLE FOUNDATION,
 THE ELISABETH CAREY MILLER BOTANICAL GARDEN, THE NORTHWEST
 HORTICULTURAL SOCIETY AND THE ELISABETH C. MILLER LIBRARY
 SPONSOR A FREE ANNUAL MEMORIAL LECTURE TO REMEMBER THE
 LEGACY OF MRS. BETTY MILLER. MRS. MILLER WAS DEDICATED TO
 THE EDUCATION OF GARDENERS AND RELISHED THE OPPORTUNITY TO
 SHARE HER INSIGHTS WITH OTHERS AND TO BRING KNOWLEDGEABLE
 HORTICULTURALISTS TO THE PACIFIC NORTHWEST TO SHARE THEIR
 EXPERIENCES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

19,176.

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ROAD	070101	SL	15.00	17	14,434.			14,434.	12,025.		962.
3	OTHER ASSETS	123101	SL	15.00	17	32,485.			32,485.	29,403.		2,166.
14	PE ELL - ROADS	070107	SL	15.00	17	20,350.			20,350.	8,820.		1,357.
15	GRAND PRAIRIE - ROADS	070107	SL	15.00	17	19,024.			19,024.	8,242.		1,268.
16	GATE	120513	SL	15.00	17	2,967.			2,967.	25.		198.
	* TOTAL 990-PF PG 1					89,260.		0.	89,260.	58,515.	0.	5,951.
	DEPR											

428102
05-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction