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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.

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

OMB No 1545-0052

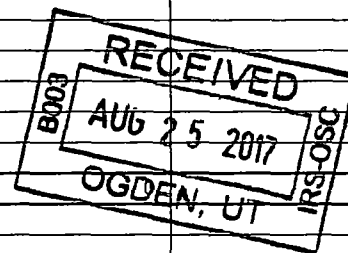
2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation HAZEL MILLER FOUNDATION		A Employer identification number 27-1173049						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (206) 667-0300						
1000 SECOND AVENUE, 34TH FLOOR								
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) \$ 14,319,741.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	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	331,912.	296,756.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,820,809.			
	b Gross sales price for all assets on line 6a	8,022,397.			
	7 Capital gain net income (from Part IV, line 2)		1,820,809.		
	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) ATCH. 2	30,170.	21,754.		
	12 Total. Add lines 1 through 11	2,182,891.	2,139,319.		
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) ATCH. 3	2,034.	1,774.		260.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [4]	123,748.	96,762.		25,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	29,192.	8,873.		
	19 Depreciation (attach schedule) and depletion	5,058.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	7,047.			3,104.
	24 Total operating and administrative expenses. Add lines 13 through 23.	167,079.	107,409.		28,864.
	25 Contributions, gifts, grants paid	684,491.			684,491.
	26 Total expenses and disbursements. Add lines 24 and 25	851,570.	107,409.	0.	713,355.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,331,321.			
	b Net investment income (if negative, enter -0-)		2,031,910.		
	c Adjusted net income (if negative, enter -0-)			0.	



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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		3,961.	3,961.	
	2 Savings and temporary cash investments	1,361,346.	817,899.	817,899.	
	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) [7]	1,334,188.	1,529,472.	1,529,472.	
	b Investments - corporate stock (attach schedule) ATCH 8 . . .	9,439,058.	9,797,053.	9,797,053.	
	c Investments - corporate bonds (attach schedule) ATCH 9 . . .	2,340,922.	2,076,183.	2,076,183.	
	Liabilities	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans					
13 Investments - other (attach schedule) ATCH 10 . .		89,779.	83,476.	83,476.	
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶ ATCH 11)		16,548.	11,697.	11,697.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,581,841.	14,319,741.	14,319,741.	
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 ▶ ATCH 12)	7,371.	20,319.			
23 Total liabilities (add lines 17 through 22)	7,371.	20,319.			
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 . .	14,574,470.	14,299,422.		
	30 Total net assets or fund balances (see instructions)	14,574,470.	14,299,422.		
	31 Total liabilities and net assets/fund balances (see instructions)	14,581,841.	14,319,741.		

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	14,574,470.
2 Enter amount from Part I, line 27a	2	1,331,321.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,905,791.
5 Decreases not included in line 2 (itemize) ▶ ATCH 13	5	1,606,369.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,299,422.

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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.)
1 a SEE PART IV SCHEDULE				
b				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
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	1,820,809.
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	0.

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.

(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))
2015	601,005.	14,062,113.	0.042739
2014	642,852.	14,250,940.	0.045109
2013	611,962.	13,231,754.	0.046249
2012	483,524.	12,008,430.	0.040265
2011	378,551.	11,437,604.	0.033097
2 Total of line 1, column (d)			2 0.207459
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 0.041492
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,644,844.
5 Multiply line 4 by line 3.			5 566,152.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 20,319.
7 Add lines 5 and 6.			7 586,471.
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.			8 713,355.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► 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		
16 At any time during calendar year 2016, 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	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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 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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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**

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** X

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
ATCH 14		0.	0.	0.

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
NONE				

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
NONE		

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	12,871,941.
b	Average of monthly cash balances	1b	976,396.
c	Fair market value of all other assets (see instructions).	1c	4,297.
d	Total (add lines 1a, b, and c)	1d	13,852,634.
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	
3	Subtract line 2 from line 1d	3	13,852,634.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	207,790.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,644,844.
6	Minimum investment return. Enter 5% of line 5	6	682,242.

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	682,242.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	20,319.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	20,319.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	661,923.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	661,923.
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	661,923.

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	713,355.
b	Program-related investments - total from Part IX-B	1b	
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	713,355.
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	20,319.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	693,036.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				661,923.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			559,264.	
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 713,355.				
a Applied to 2015, but not more than line 2a			559,264.	
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 2016 distributable amount.				154,091.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				507,832.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 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))

N/A

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.

N/A

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

ATCH 15

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

ATCH 16

c Any submission deadlines

ATCH 17

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

ATCH 18

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	684,491.
Total			3a	684,491.
b Approved for future payment ATCH 19				
Total			3b	320,000.

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	331,912.	
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	30,170.	
8 Gain or (loss) from sales of assets other than inventory				
		18	1,820,809.	
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)				
			2,182,891.	
13 Total. Add line 12, columns (b), (d), and (e) 13				
2,182,891.				

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)
▼	

[illegible]

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					68,083.	
731,703.		SHORT-TERM SALES PROPERTY TYPE: SECURITIES 724,009.					VARIOUS 7,694.	VARIOUS
7,222,611.		LONG-TERM SALES PROPERTY TYPE: SECURITIES 5,477,579.				P	VARIOUS 1,745,032.	VARIOUS
TOTAL GAIN(LOSS)							<u>1,820,809.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
EDWARD JONES-INTEREST	22.	22.	
EDWARD JONES-DIVIDENDS	195.	195.	
WELLS FARGO- TAX EXEMPT INTEREST	35,627.		
WELLS FARGO-INTEREST INCOME	46,919.	46,919.	
WELLS FARGO-DIVIDENDS	242,306.	242,306.	
WELLS FARGO-INTEREST ON U.S. OBLIGATIONS	7,314.	7,314.	
LESS BOND PREMIUM AND TAX-EXEMPT OID	-471.		
TOTAL	<u>331,912.</u>	<u>296,756.</u>	

RENT AND ROYALTY INCOME

Taxpayer's Name HAZEL MILLER FOUNDATION	Identifying Number 27-1173049
---	---

DESCRIPTION OF PROPERTY

WILLIAMS CO. ND

	Yes	No	Did you actively participate in the operation of the activity during the tax year?
--	-----	----	--

TYPE OF PROPERTY:

OTHER INCOME:		
SEE ATTACHMENT	30,170.	

TOTAL GROSS INCOME	30,170.
-------------------------------------	---------

OTHER EXPENSES:

SEE ATTACHMENT

[illegible]

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS. Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES**TOTAL RENT OR ROYALTY INCOME (LOSS)**

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)

Deductible Rental Loss (if Applicable)**SCHEDULE FOR DEPRECIATION CLAIMED**

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

MUREX PETROLEUM CORPORATION
CONTINENTAL RESOURCES INC

7,960.
22,210.
30,170.

OTHER DEDUCTIONS

PRODUCTION TAX
OTHER EXPENSES

2,510.
1,380.
3,890.

ROYALTY DEPLETION SCHEDULE

ACTIVITY NAME: WILLIAMS CO. ND

1. COMPUTED DEPLETION	4,526.
2. LIMITATION (100% OF NET INCOME)	26,280.
3. DEPLETION ALLOWED (LESSER OF LINE 1 OR 2)	4,526.
4. CARRYOVER DEPLETION	
5. TOTAL DEPLETION	4,526.
6. LIMITED DEPLETION	
7. ALLOWED DEPLETION	4,526.
8. DEPLETION CARRYOVER TO NEXT YEAR	

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
WILLIAMS CO. ND	30,170.	4,526.	3,890.	21,754.
TOTALS	<u>30,170.</u>	<u>4,526.</u>	<u>3,890.</u>	<u>21,754.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME	30,170.	21,754.
TOTALS	<u>30,170.</u>	<u>21,754.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BETTS AUSTIN JOHNSON, PLLC	260.			260.
KUBIK, BOGNER, RIDL & SELINGER	1,774.	1,774.		
TOTALS	<u>2,034.</u>	<u>1,774.</u>		<u>260.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MGMT FEES - EDWARD JONES AND WELLS FARGO	89,748.	89,748.		
LESS: ALLOCATED TO TEI		-1,357.		
ADMINISTRATIONS FEES AND MGMT- FOUNDATION MANAGEMENT GROUP	34,000.	8,500.		25,500.
LESS: ALLOCATED TO TEI		-129.		
TOTALS	<u>123,748.</u>	<u>96,762.</u>		<u>25,500.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	20,319.			
FOREIGN TAXES	8,873.	8,873.		
TOTALS	<u>29,192.</u>	<u>8,873.</u>		

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RENT AND ROYALTY EXPENSES	3,890.			25.
LICENSE EXPENSE	25.			53.
MEALS AND ENT.	106.			258.
MAIL BOX RENTAL	258.			723.
WEBSITE & EMAIL FEES	723.			2,045.
LIABILITY INSURANCE	2,045.			
TOTALS	<u>7,047.</u>			<u>3,104.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOVERNMENT OBLIGATIONS SEE BALANCE SHEETS DETAIL	684,036.	684,036.
US OBLIGATIONS TOTAL	<u>684,036.</u>	<u>684,036.</u>
MUNICIPAL BONDS SEE BALANCE SHEETS DETAIL	845,436.	845,436.
STATE OBLIGATIONS TOTAL	<u>845,436.</u>	<u>845,436.</u>
US AND STATE OBLIGATIONS TOTAL	<u>1,529,472.</u>	<u>1,529,472.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITIES AND MUTUAL FUNDS	8,871,987.	8,871,987.
REAL ASSETS FUNDS	925,066.	925,066.
SEE BALANCE SHEETS DETAIL		
TOTALS	<u>9,797,053.</u>	<u>9,797,053.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME MUTUAL FUNDS SEE BALANCE SHEETS DETAIL	2,076,183.	2,076,183.
TOTALS	<u>2,076,183.</u>	<u>2,076,183.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTEREST - WILLIAMS CO	83,476.	83,476.
TOTALS	<u>83,476.</u>	<u>83,476.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAX	7,400.	7,400.
ORGANIZATIONAL COSTS	7,973.	7,973.
LESS: ACCUMULATED DEPRECIATION	-3,676.	-3,676.
TOTALS	<u>11,697.</u>	<u>11,697.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

CURRENT FEDERAL EXCISE TAX

20,319.

TOTALS

20,319.

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS

1,606,369.

TOTAL

1,606,369.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LEIGH BENNETT 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	TRUSTEE 2.00	0.	0.	0.
RENEE MCRAE 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	TRUSTEE 2.00	0.	0.	0.
PATRICK SHIELDS 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	VICE-CHAIR 2.00	0.	0.	0.
JACK LOOS 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	SECRETARY 2.00	0.	0.	0.
RICHARD ELLIS 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	TREASURER 2.00	0.	0.	0.
DIANA WHITE 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	CHAIR 2.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MARIA MONTALVO 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	TRUSTEE 2.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 15FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HAZEL MILLER FOUNDATION
10016 EDMONDS WAY, #C-257
EDMONDS, WA 98020
206-667-0300

ATTACHMENT 16

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

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

ATTACHMENT 17990PF, PART XV - SUBMISSION DEADLINES

2017 SUBMISSION DEADLINES:

JANUARY 13, 2017

APRIL 7, 2017

JULY 7, 2017

OCTOBER 6, 2017

JANUARY 12, 2018.

ATTACHMENT 18990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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 2017 FOR AMOUNTS BETWEEN \$1,000 - \$25,000. GRANTS ABOVE \$25,000 WILL BE CONSIDERED UNDER SPECIAL CIRCUMSTANCES OR FOR CAPITAL PROJECTS.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STUDENT CONSERVATION ASSOCIATION 1265 S MAIN STREET, #210 SEATTLE, WA 98144	N/A PC	TO PROVIDE SUPPORT FOR 2017 SCA YOUTH CONSERVATION CREW PROGRAM	20,000
EDMONDS SENIOR CENTER 220 RAILROAD AVENUE, BOX 717 EDMONDS, WA 98020	N/A PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	300,000
TOTAL CONTRIBUTIONS APPROVED			320,000

HAZEL MILLER FOUNDATION
GRANTS AND ALLOCATIONS PAID - 2016
EIN 27-1173049
ATTACHMENT A

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Foundation for Edmonds School District PO Box 390 Lynnwood, WA 98046	None PC	To provide support to Back to School Basics Program To provide HM Scholarships To provide support to Continuing Education Scholarships To provide HM Scholarships	35,200 00 32,000 00 5,000 00 1,700 00
Edmonds Chamber of Commerce P O BOX 146 121 5TH Avenue North Edmonds, WA 98020	None PC	To support an Edmonds kind of 4th Celebration	35,000 00
Carol Rowe Memorial Food Bank 828 Caspers Street Edmonds, WA 98020-2618	None PC	To provide support for food & food programs To provide support for replacement box truck To provide support for those in need for holiday season	17,500 00
Lynnwood Food Bank 5320 - 176th St SW Lynnwood, WA 98037	None PC	To provide support for food & food programs To provide support for food & food programs	17,500 00
Concern for Neighbors Food Bank 4700 - 228th Ave SW Montlake Terrace, WA 98043	None PC	To provide support to the purchase of dairy and food 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 2016 Meals on Wheels Program To provide support for Meals on Wheels Program	5,000 00
Holly House for Kids 307 - 204th St SW, # A Lynnwood, WA 98036	None PC	To provide support to 2016 Holly House Event	5,000 00
Cocoon House 2929 Pine Street Everett, WA 98201	None PC	To provide support to Youth Street Outreach Program	10 000 00
Seattle Shakespeare Festival PO Box 19595 Seattle, WA 98109	None PC	To provide support to Wooden O in the Park	3,000 00
Seattle Children's Chorus 110 Main Street, Suite 102 Edmonds, WA 98020	None PC	To provide support for scholarship fund	3,900 00
Edmonds Center for the Arts 410-4th Avenue N Edmonds, WA 98020	None PC	To provide support to the Malinee Series and add'l programs To provide support to ECA's 10th Anniversary Seal Campaign	50,000 00 1,000 00
Rotary Club of Edmonds Daybreakers Foundation PO Box 1584 Edmonds, WA 98020	None PC	To provide support to Edmonds Jazz Connection	5,000 00
Edmonds Community College Foundation 20000 68th Ave W Lynnwood, WA 98036	None Exempt PC	To provide support for Hazel Miller scholarship	20,000 00
City of Edmonds Art Commission 700 Main Street Edmonds, WA 98020	None PC	To provide support to 2016 Summer Concert Series	7,950 00
Calvary Chapel Edmonds 8330 212th St SW Edmonds WA 98026	None PC	To provide support to the Community Garden	900 00
Edmonds Rotary Foundation PO Box 115 Edmonds WA 98020	None PC	To provide support to Trinity Place Transitional Housing	25,600 00
Edmonds School District 20420 - 68th AVENUE W Lynnwood, WA 98036	None PC	To provide support to Hazel Miller Extended Day Academic Coaching Program	60,150 00
EarthCorps 6310 NE 74th Street, Suite 201E Seattle, WA 98115	None PC	To provide support to 2nd year Edmonds Marsh Stewardship project To provide support to Edmonds-Puget Sound Stewards	23,245 00 16,245 00
Steel Magic Northwest 20104-88th Avenue West Edmonds, WA 98028	None PC	To provide support to start-up costs of the organization	10,000 00
Boys & Girls Club of Snohomish Co 9502 19th AVE SE, Suite F Everett, WA 98208	None PC	To provide support to Edmonds Junior Staff Program	3,000 00
Cascade Bicycle Education Foundation 7400 Sand Point Way NE, Suite 101S Seattle, WA 98115	None PC	To provide support to the Bicycle Education in the Edmonds School District	15,000 00
Clothes for Kids 16725 - 52nd Ave W, #B Lynnwood, WA 98037	None PC	To provide support to School Wardrobe Program	10,000 00

HAZEL MILLER FOUNDATION
GRANTS AND ALLOCATIONS PAID - 2016
EIN 27-1173049
ATTACHMENT A

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Olympic Ballet Theatre 700 Main Street Edmonds WA 98020	None PC	To provide support to Exempt Organization	6,000 00
St Vincent De Paul - Snohomish PO BOX 2269 Everett, WA 98201	None PC	To provide support to Beds for Children Program	3,000 00
City of Edmonds Parks, Rec, Cultural Services 700 Main Street Edmonds WA 98020	None PC	To provide support for Veterans Memorial Plaza	90,000 00
Christmas House PO BOX 717 Everett, WA 98204	None PC	To provide support to Exempt Organization	5 000 00
Latino Educational Training Institute 6605 - 202nd St SW, #300 Lynnwood, WA 98036	None PC	To provide support to Exempt Organization	10,000 00
YWCA Seattle/King/Snohomish Co 1118 5th Ave Seattle, WA 98101	None PC	To provide support to Pathways for Women	5 000 00
Edmonds Trout Unlimited 95 Pine Street Edmonds, WA 98020	None PC	to provide support to Willow Creek Hatchery classroom upgrades	4,073 00
Little Bit Therapeutic Riding Center 18675 NE 106TH Street Redmond, WA 98052	None PC	To provide support to scholarships	3,500 00
Dawson Place Child Advocacy Center 1509 California Street Everett WA 98201	None PC	to provide support to the Exempt Organization operational needs	5,000 00
Leadership Snohomish County 808 - 134th Street SW, #101 Everett WA 98204	None PC	To provide support to scholarships	3,400 00
EWHS Music Boosters 400 Dayton, Suite A Edmonds, WA 98020	None PC	To support Jazz Colony 2016	3,228 00
South Snohomish County Consortium 9792 Edmonds Way #221 Edmonds, WA 98020	None PC	To support Back to School Health and Resource Fair	7,000 00
Edmonds Lutheran Church Annie's Community Kitchen 23525 - 84th AVE West Edmonds, WA 98026	None PC	To support Annie's Community Kitchen's solar panel project	10,000 00
Taproot Theatre Company PO BOX 30946 Seattle, WA 98113	None PC	To provide support to the Tounng Bullying Prevention Shows	2,500 00
Edmonds Woodway Athletic Booster Club 7600 - 212th ST SW Edmonds, WA 98020	None PC	To provide support to the purchase of a new sound system	5,000 00
Nick of Time Foundation P O Box 14178 Mill Creek, WA 98082	None PC	To provide support for Heart of Edmonds School District	20,000 00
Seattle Repertory Jazz Orchestra P O Box 45592 Seattle WA 98145	None PC	To provide support for a Student Music Clinic	1,000 00
Teachers of Color Foundation PO Box 1745 Edmonds WA 98020	None PC	To provide support for Teachers of Color Scholarships	50,000 00
Camp Fire Snohomish Co 4312 Rucker Ave Everett, WA 98203	None PC	To provide support for the Wise Kids curriculum at ESD	5,000 00
Bethesda Lutheran Church 23405 - 56th Ave W Mountlake Terrace, WA 98043	None PC	To provide support for the Bethesda Community Services	2,500 00
Cascade Symphony Orchestra PO Box 876 Edmonds WA 98020	None PC	To provide support for the SCO Great Music Project	14,400 00
	PC	Total Grants Paid (cash)	<u>684,491.00</u>

HAZEL MILLER FOUNDATION
 EIN 27-1173049
 2016 FORM 990-PF
 PART II - BALANCE SHEETS DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
GOVERNMENT OBLIGATIONS							
FED HOME LN BK DTD 11/17/10 3.125 12/11/2020 CUSIP: 313371U79 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 76431401	200,000.000	\$105.043	\$210,086.00	\$216,444.00	-\$6,358.00	\$6,250.00	1.80%
US TREASURY NOTE DTD 02/16/16 1.625 02/15/2026 CUSIP: 912828P46 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 76431401	325,000.000	93.438	303,673.50	322,301.76	-18,628.26	5,281.25	2.43
US TREASURY NOTE DTD 02/29/16 1.125 02/28/2021 CUSIP: 912828P87 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 76431401	175,000.000	97.301	170,276.75	172,354.49	-2,077.74	1,968.75	1.80
Total Government Obligations			\$684,036.25	\$711,100.25	-\$27,064.00	\$13,500.00	

HAZEL MILLER FOUNDATION
 EIN 27-1173049
 2016 FORM 990-PF
 PART II - BALANCE SHEETS DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
MUNICIPAL BONDS							
AUSTIN TX CMNTY CLG DIST TAXABLE-COMB FEE BLDG-SER A DTD 07/01/11 4.547 02/01/2023 CUSIP: 052404KK7	100,000.000	\$106.201	\$106,201.00	\$100,240.38	\$5,960.62	\$4,547.00	3.41%
MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 76431401							
BROWNSVILLE TX PREREFUNDED-CTFS OBLIG-SER A DTD 04/01/08 5.500 02/15/2028 PREREFUNDED 02/15/2018 100 CUSIP: 116405LZ2	20,000.000	104.899	20,979.80	20,016.03	963.77	1,100.00	4.92
MOODY'S RATING: AA3 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401							
BROWNSVILLE TX UNREFUNDED-CTFS OBLIG-SER A DTD 04/01/08 5.500 02/15/2028 CUSIP: 116405MG3	10,000.000	104.272	10,427.20	10,008.04	419.16	550.00	4.99
MOODY'S RATING: AA3 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401							
COOK CNTY IL SCH DIST #83 REF-TAXABLE-SCH-SER C DTD 06/15/11 5.200 12/01/2022 PREREFUNDED 12/01/2021 100 CUSIP: 214075EK5	100,000.000	104.761	104,761.00	102,136.57	2,624.43	5,200.00	4.28
MOODY'S RATING: AA3 STANDARD & POOR'S RATING: N/R ACCOUNT NUMBER: 76431401							

HAZEL MILLER FOUNDATION
EIN 27-1173049
2016 FORM 990-PF
PART II - BALANCE SHEETS DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
MUNICIPAL BONDS (continued)							
HENDERSON NV TXBL-REF-SER A DTD 12/21/11 3 150 06/01/2020 CUSIP: 4252003E0 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 76431401	50,000.000	103.073	51,536.50	50,930.10	606.40	1,575.00	2.21
MISSOURI ST DEV FIN BRD TXBL-REF-ST LOUIS CARDINALS BA DTD 08/30/12 3.140 11/01/2023 CUSIP: 60636VBQ9 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401	50,000.000	97.557	48,778.50	50,675.43	- 1,896.93	1,570.00	3.55
MONTCLAIR TWP NJ TXBL-REF-PKG UTIL-SER B DTD 07/02/14 3.674 01/01/2024 CUSIP: 6122215Z0 MOODY'S RATING: N/R STANDARD & POOR'S RATING: AAA ACCOUNT NUMBER: 76431401	70,000.000	101.945	71,361.50	71,569.23	- 207.73	2,571.80	3.36
NEW JERSEY INSTITUTE OF TECHNO TXBL-SER B DTD 07/10/12 3.323 07/01/2022 CUSIP: 64579RAU1 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 76431401	50,000.000	99.320	49,660.00	50,538.25	- 878.25	1,661.50	3.46

HAZEL MILLER FOUNDATION
 EIN 27-1173049
 2016 FORM 990-PF
 PART II - BALANCE SHEETS DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
MUNICIPAL BONDS (continued)							
OREGON ST SCH BRDS ASSN SHORT- TXBL-REF-PENSION OBLIG DTD 01/31/12 2.750 06/30/2021 CUSIP: 686053HF9 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: N/R ACCOUNT NUMBER: 76431401	50,000.000	101.939	50,969.50	50,108.45	861.05	1,375.00	2.29
PASSAIC CNTY NJ UTILITIES AUTH TXBL-REF DTD 03/13/14 2.730 03/01/2020 CUSIP: 702766FJ0 MOODY'S RATING: N/R STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401	100,000.000	101.224	101,224.00	100,360.33	863.67	2,730.00	2.33
WASHINGTON ST TAXABLE-SER T-2 DTD 02/02/11 3.700 02/01/2019 CUSIP: 93974CXD7 MOODY'S RATING: AA1 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 76431401	50,000.000	104.318	52,159.00	48,652.00	3,507.00	1,850.00	1.59

HAZEL MILLER FOUNDATION
EIN 27-1173049
2016 FORM 990-PF
PART II - BALANCE SHEETS DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
MUNICIPAL BONDS <i>(continued)</i>							
WHATCOM CNTY WA PUBLIC UTIL DI TXBL-LTD TAX-REF DTD 06/05/12 3.300 12/01/2022 CUSIP: 962468CU6 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 76431401	50,000.000	100.286	50,143.00	50,538.37	- 395.37	1,650.00	3.25
WISCONSIN ST HEALTH & EDL FACS MINISTRY HEALTH-RMKT 04/24/08 DTD 04/24/08 4.000 08/01/2017 CUSIP: 97710BAP7 MOODY'S RATING: A2 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401	125,000.000	101.788	127,235.00	125,000.00	2,235.00	5,000.00	0.93
Total Municipal Bonds			\$845,436.00	\$830,773.18	\$14,662.82	\$31,380.30	

ASSET DESCRIPTION

Fixed Income

CORPORATE OBLIGATIONS

APPLIED MATERIALS INC DTT 09/24/15 3 900 10/01/2025 CUSIP: 038222AJ4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 76431401	50,000.000	105.439	52,719.50	50,854.50	1,865.00	1,950.00	3.18
AT&T INC DTT 08/18/11 3.875 08/15/2021 CUSIP: 00206RAZ5 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 76431401	25,000.000	103.245	25,811.25	26,524.48	-713.23	968.75	3.12
BANK OF MONTREAL MED TERM NOTE DTT 08/29/16 08/27/2021 CUSIP: 06367TJY7 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 76431401	50,000.000	100.261	50,130.50	50,225.00	-94.50	807.50	1.56
BERKSHIRE HATHAWAY INC DTT 08/15/11 3.750 08/15/2021 CUSIP: 084670BC1 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA ACCOUNT NUMBER: 76431401	75,000.000	105.903	79,427.25	77,848.69	1,578.56	2,812.50	2.39
BLACKROCK INC SER 2 DTT 12/10/09 5.000 12/10/2019 CUSIP: 09247XAE1 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 76431401	50,000.000	108.605	54,302.50	51,362.92	2,939.58	2,500.00	1.98
AMGEN INC DTT 05/22/14 05/22/2019 CUSIP: 031162BT6 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 76431401	50,000.000	\$100.610	\$50,305.00	\$50,200.50	\$104.50	\$758.00	1.26%
APPLE INC DTT 05/06/14 3.450 05/06/2024 CUSIP: 037833AS9 MOODY'S RATING: AA1 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 76431401	50,000.000	103.004	51,502.00	52,047.50	-545.50	1,725.00	2.99

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income (continued)							
CORPORATE OBLIGATIONS (continued)							
COMCAST CORP CUSD 08/12/14 3.375 02/15/2025 CUSIP: 20030NBL4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 76431401	50,000,000	101.055	50,527.50	50,904.50	- 377.00	1,687.50	3.23
GENERAL ELEC CAP CORP MED TERM NOTE SER NOTZ DTD 02/14/08 5.100 02/15/2019 CUSIP: 36966RW28 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 76431401	50,000,000	105.243	52,621.50	51,207.41	1,414.09	2,550.00	2.55
GEORGIA POWER COMPANY DTD 05/11/12 2.850 05/15/2022 CUSIP: 373334JX0 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 76431401	75,000,000	99.850	74,887.50	76,366.44	- 1,478.94	2,137.50	2.88
GILEAD SCIENCES INC DTD 09/14/15 3.650 03/01/2026 CUSIP: 375558BF9 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 76431401	50,000,000	101.394	50,697.00	50,913.50	- 216.50	1,825.00	3.47
GOLDMAN SACHS GROUP INC MED TERM NOTE DTD 11/15/13 11/15/2018 CUSIP: 38141EB73 MOODY'S RATING: A3 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 76431401	50,000,000	100.951	50,475.50	50,488.00	- 12.50	863.00	1.21

ASSET DESCRIPTION		PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income <i>(continued)</i>								
CORPORATE OBLIGATIONS <i>(continued)</i>								
JPMORGAN CHASE & CO								
DTD 05/10/11 4.625 05/10/2021								
CUSIP: 46625HHZ6								
MOODY'S RATING: A3								
STANDARD & POOR'S RATING: A-								
ACCOUNT NUMBER: 76431401								
MORGAN STANLEY								
DTD 06/16/15 06/16/2020								
CUSIP: 61761JB40								
MOODY'S RATING: A3								
STANDARD & POOR'S RATING: BBB+								
ACCOUNT NUMBER: 76431401								
TARGET CORP								
DTD 06/26/14 3.500 07/01/2024								
CUSIP: 87612EBD7								
MOODY'S RATING: A2								
STANDARD & POOR'S RATING: A								
ACCOUNT NUMBER: 76431401								
VERIZON COMMUNICATIONS								
DTD 11/03/11 3.500 11/01/2021								
CUSIP: 92343VBC7								
MOODY'S RATING: BAA1								
STANDARD & POOR'S RATING: BBB+								
ACCOUNT NUMBER: 76431401								
Total Corporate Obligations				\$957,019.00	\$942,982.36	\$14,036.64	\$31,220.65	

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
DOMESTIC MUTUAL FUNDS							
EATON VANCE FLOATING RATE FUND-CLASS I #924	17,600 678	\$8.950	\$157,526.07	\$150,000.00	\$7,526.07	\$6,512.25	4.13%
SYMBOL: EIBLX CUSIP: 277911491 ACCOUNT NUMBER: 76431401							
JPMORGAN HIGH YIELD FUND SELECT SHARES #3580	73,808 446	7 350	542,492.08	558,917.42	- 16,425.34	29,892.42	5.51
SYMBOL: OHYFX CUSIP: 4812C0803 ACCOUNT NUMBER: 76431401							
Total Domestic Mutual Funds			\$700,018.15	\$708,917.42	-\$8,899.27	\$36,404.67	5.20%
INTERNATIONAL MUTUAL FUNDS							
FIDELITY ADVISORS EMERGING MARKETS INCOME FUND CLASS I	31,047 850	\$13.500	\$419,145.98	\$400,000 00	\$19,145.98	\$22,820.17	5.44%
SYMBOL: FMKIX CUSIP: 315920702 ACCOUNT NUMBER 76431401							
Total International Mutual Funds			\$419,145.98	\$400,000.00	\$19,145.98	\$22,820.17	5.44%
Total Fixed Income - Corporate Obligations and Fixed Income Mutual Funds			\$2,076,183.13				

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101 ACCOUNT NUMBER: 76431400	1,815,000	\$69.050	\$125,325.75	\$107,064.54	\$18,261.21	\$1,996.50	1.59%
LAS VEGAS SANDS CORP COM SYMBOL: LVS CUSIP: 517834107 ACCOUNT NUMBER: 76431400	1,250,000	53.410	66,762.50	58,218.75	8,543.75	3,600.00	5.39
LAS VEGAS SANDS CORP COM SYMBOL: LVS CUSIP: 517834107 ACCOUNT NUMBER: 76431402	259,000	53.410	13,833.19	11,430.79	2,402.40	745.92	5.39
TARGET CORP SYMBOL: TGT CUSIP: 87612E106 ACCOUNT NUMBER: 76431400	820,000	72.230	59,228.60	61,754.90	- 2,526.30	1,968.00	3.32
TJX COMPANIES INC SYMBOL: TJX CUSIP: 872540109 ACCOUNT NUMBER: 76431400	685,000	75.130	51,464.05	50,803.70	660.35	712.40	1.38
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106 ACCOUNT NUMBER: 76431400	755,000	104.220	78,686.10	73,992.04	4,694.06	1,177.80	1.50
Total Consumer Discretionary			\$395,300.19	\$363,264.72	\$32,035.47	\$10,200.62	2.58%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
CONSUMER STAPLES							
COCA COLA CO SYMBOL: KO CUSIP: 191216100 ACCOUNT NUMBER: 76431402	222,000	\$41.460	\$9,204.12	\$9,581.08	- \$376.96	\$310.80	3.38%
CVS HEALTH CORPORATION SYMBOL: CVS CUSIP: 126650100 ACCOUNT NUMBER: 76431400	1,105,000	78.910	87,195.55	109,517.77	- 22,322.22	2,210.00	2.53
CVS HEALTH CORPORATION SYMBOL: CVS CUSIP: 126650100 ACCOUNT NUMBER: 76431402	170,000	78.910	13,414.70	13,198.48	216.22	340.00	2.53
HAIN CELESTIAL GROUP INC SYMBOL: HAIN CUSIP: 405217100 ACCOUNT NUMBER: 76431400	1,265,000	39.030	49,372.95	49,404.79	- 31.84	0.00	0.00
PHILIP MORRIS INTERNATIONAL IN SYMBOL: PM CUSIP: 718172109 ACCOUNT NUMBER: 76431402	275,000	91.490	25,159.75	24,354.00	805.75	1,144.00	4.55
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109 ACCOUNT NUMBER: 76431402	236,000	84.080	19,842.88	19,182.67	660.21	632.01	3.18
Total Consumer Staples			\$204,189.95	\$225,238.79	- \$21,048.84	\$4,636.81	2.27%
ENERGY							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100 ACCOUNT NUMBER: 76431402	156,000	\$117.700	\$18,361.20	\$13,305.16	\$5,056.04	\$673.92	3.67%
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102 ACCOUNT NUMBER: 76431402	363,000	90.260	32,764.38	29,308.44	3,455.94	1,089.00	3.32
Total Energy			\$51,125.58	\$42,613.60	\$8,511.98	\$1,762.92	3.45%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
FINANCIALS							
AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP: 008252108 ACCOUNT NUMBER: 76431400	605 000	\$145.300	\$87,906.50	\$87,643.48	\$263.02	\$0 00	0.00%
AMERIPRISE FINL INC SYMBOL: AMP CUSIP: 03076C106 ACCOUNT NUMBER: 76431400	790.000	110.940	87,642.60	71,785.82	15,856.78	2,370.00	2.70
BERKSHIRE HATHAWAY INC. SYMBOL: BRK.B CUSIP: 084670702 ACCOUNT NUMBER: 76431400	885 000	162.980	144,237.30	121,212.32	23,024.98	0 00	0.00
BLACKROCK INC SYMBOL: BLK CUSIP: 09247X101 ACCOUNT NUMBER: 76431400	160.000	380.540	60,886.40	52,400.20	8,486.20	1,465 60	2.41
CITIGROUP INC. SYMBOL: C CUSIP: 172967424 ACCOUNT NUMBER: 76431400	2,015.000	59.430	119,751.45	84,358.34	35,393.11	1,289.60	1.08
CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105 ACCOUNT NUMBER: 76431400	980.000	115.350	113,043.00	92,492.28	20,550.72	2,352.00	2 08
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100 ACCOUNT NUMBER: 76431400	2,000.000	86.290	172,580.00	119,148.80	53,431.20	3,840.00	2.22
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP 46625H100 ACCOUNT NUMBER: 76431402	273.000	86.290	23,557.17	16,215.80	7,341.37	524.16	2.22
PNC FINANCIAL SERVICES GROUP SYMBOL: PNC CUSIP: 693475105 ACCOUNT NUMBER: 76431400	1,000.000	116.960	116,960.00	85,052.74	31,907.26	2,200.00	1.88
Total Financials			\$926,564.42	\$730,309.78	\$196,254.64	\$14,041.36	1.52%

ASSET DESCRIPTION
Equities *(continued)*

HEALTH CARE

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ELI LILLY & CO COM SYMBOL: LLY CUSIP: 532457108 ACCOUNT NUMBER: 76431400	290.000	\$73.550	\$21,329.50	\$19,468.60	\$1,860.90	\$603.20	2.83%
ELI LILLY & CO COM SYMBOL: LLY CUSIP: 532457108 ACCOUNT NUMBER: 76431402	155.000	73.550	11,400.25	11,395.62	4.63	322.40	2.83
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103 ACCOUNT NUMBER: 76431400	635.000	71.610	45,472.35	57,787.12	-12,314.77	1,193.80	2.63
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104 ACCOUNT NUMBER: 76431402	118.000	115.210	13,594.78	12,014.52	1,580.26	377.60	2.78
MCKESSON CORP SYMBOL: MCK CUSIP: 58155Q103 ACCOUNT NUMBER: 76431400	460.000	140.450	64,607.00	72,778.32	-8,171.32	515.20	0.80
MERCK & CO INC NEW SYMBOL: MRK CUSIP: 58933Y105 ACCOUNT NUMBER: 76431400	1,370.000	58.870	80,651.90	73,325.42	7,326.48	2,575.60	3.19
MERCK & CO INC NEW SYMBOL: MRK CUSIP: 58933Y105 ACCOUNT NUMBER: 76431402	334.000	58.870	19,662.58	16,324.18	3,338.40	627.92	3.19
PFIZER INC SYMBOL: PFE CUSIP: 717081103 ACCOUNT NUMBER: 76431402	867.000	32.480	28,160.16	25,316.40	2,843.76	1,109.76	3.94
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102 ACCOUNT NUMBER: 76431400	520.000	141.100	73,372.00	70,958.83	2,413.17	312.00	0.42
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102 ACCOUNT NUMBER: 76431400	930.000	160.040	148,837.20	113,984.02	34,853.18	2,325.00	1.56
Total Health Care			\$507,087.72	\$473,353.03	\$33,734.69	\$9,962.48	1.96%

ASSET DESCRIPTION
Equities *(continued)*

INDUSTRIALS

BOEING CO SYMBOL: BA CUSIP: 097023105 ACCOUNT NUMBER 76431400	920,000	\$155.680	\$143,225.60	\$113,569.40	\$29,656.20	\$5,225.60	3.65%
LOCKHEED MARTIN CORP SYMBOL: LMT CUSIP: 539830109 ACCOUNT NUMBER: 76431402	74,000	249.940	18,495.56	15,271.38	3,224.18	538.72	2.91
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108 ACCOUNT NUMBER: 76431400	1,235,000	103.680	128,044.80	100,414.20	27,630.60	2,988.70	2.33
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106 ACCOUNT NUMBER: 76431400	575,000	114.640	65,918.00	57,762.54	8,155.46	1,794.00	2.72

Total Industrials

INFORMATION TECHNOLOGY

ALPHABET INC CL C SYMBOL: GOOG CUSIP: 02079K107 ACCOUNT NUMBER: 76431400	170,000	\$771.820	\$131,209.40	\$121,104.59	\$10,104.81	\$0.00	0.00%
APPLE INC SYMBOL: AAPL CUSIP: 037833100 ACCOUNT NUMBER: 76431400	1,945,000	115.820	225,269.90	193,916.97	31,352.93	4,434.60	1.97
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 ACCOUNT NUMBER: 76431400	4,210,000	30.220	127,226.20	115,142.44	12,083.76	4,378.40	3.44
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 ACCOUNT NUMBER: 76431402	969,000	30.220	29,283.18	24,682.26	4,600.92	1,007.76	3.44
COGNIZANT TECH SOLUTIONS CRP COM SYMBOL: CTSH CUSIP: 192446102 ACCOUNT NUMBER: 76431400	1,100,000	56.030	61,633.00	65,539.31	- 3,906.31	0.00	0.00

ASSET DESCRIPTION

Equities *(continued)*

INFORMATION TECHNOLOGY *(continued)*

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100 ACCOUNT NUMBER: 76431402	36.270	20,673.90	16,646.88	4,027.02	592.80	2.87
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 76431400	62.140	175,234.80	147,166.98	28,067.82	4,399.20	2.51
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 76431402	62.140	21,624.72	17,414.83	4,209.89	542.88	2.51
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103 ACCOUNT NUMBER: 76431402	65.200	13,496.40	13,920.23	- 423.83	438.84	3.25
Total Information Technology		\$805,651.50	\$715,534.49	\$90,117.01	\$15,794.48	1.96%

MATERIALS

BEMIS INC SYMBOL: BMS CUSIP: 081437105 ACCOUNT NUMBER: 76431402	200.000	\$47.820	\$9,564.00	- \$32.00	\$232.00	2.43%
CELANESE CORP SYMBOL: CE CUSIP: 150870103 ACCOUNT NUMBER: 76431400	1,355.000	78.740	85,547.07	21,145.63	1,951.20	1.83
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101 ACCOUNT NUMBER: 76431400	925.000	105.210	83,924.01	13,395.24	1,998.00	2.05
Total Materials			\$179,067.08	\$34,508.87	\$4,181.20	1.96%

TELECOMMUNICATION SERVICES

AT & T INC SYMBOL: T CUSIP: 00206R102 ACCOUNT NUMBER: 76431402	739.000	\$42.530	\$27,548.39	\$3,881.28	\$1,448.44	4.61%
Total Telecommunication Services			\$27,548.39	\$3,881.28	\$1,448.44	4.61%

ASSET DESCRIPTION

Equities *(continued)*

UTILITIES

DOMINION RES INC VA SYMBOL: D CUSIP: 25746U109 ACCOUNT NUMBER: 76431402	148,000	\$76.590	\$11,335.32	\$10,177.81	\$1,157.51	\$414.40	3.66%
DUKE ENERGY HOLDING CORP. COM SYMBOL: DUK CUSIP: 26441C204 ACCOUNT NUMBER: 76431402	119,000	77.620	9,236.78	9,065.19	171.59	406.98	4.41
NEXTERA ENERGY, INC. SYMBOL: NEE CUSIP: 65339F101 ACCOUNT NUMBER: 76431402	140,000	119.460	16,724.40	16,248.68	475.72	487.20	2.91
PUBLIC SVC ENTERPRISE GROUP INC SYMBOL: PEG CUSIP: 744573106 ACCOUNT NUMBER: 76431402	252,000	43.880	11,057.76	10,523.39	534.37	413.28	3.74

Total Utilities

INTERNATIONAL EQUITIES

AXA - ADR SPONSORED ADR CUSIP: 054536107 ACCOUNT NUMBER: 76431402	556,000	\$25.200	\$14,011.20	\$13,122.08	\$889.12	\$565.45	4.04%
BANK N S HALIFAX COM CUSIP: 064149107 ACCOUNT NUMBER: 76431402	271,000	55.680	15,089.28	10,522.93	4,566.35	598.37	3.97
BASF AKTIENGESSELLSCHAFT LEVEL 1 SPONSORED ADR CUSIP: 055262505 ACCOUNT NUMBER: 76431402	244,000	92.570	22,587.08	16,320.33	6,266.75	593.65	2.63
BRITISH AMERICAN TOBACCO P.L.C. - ADR SPONSORED ADR CUSIP: 110448107 ACCOUNT NUMBER: 76431402	156,000	112.670	17,576.52	16,995.28	581.24	677.35	3.85

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
COCA-COLA EUROPEAN PARTNERS PLC CUSIP: G25839104 ACCOUNT NUMBER: 76431402	385,000	31.400	12,089.00	14,461.30	- 2,372.30	272.97	2.26
COMPASS GROUP PLC CUSIP: 20449X302 ACCOUNT NUMBER: 76431402	1,111,000	18.680	20,753.48	19,279.30	1,474.18	413.29	1.99
DEUTSCHE BOERSE AG CUSIP: 251542106 ACCOUNT NUMBER: 76431402	986,000	7.947	7,835.74	7,897.86	- 62.12	163.68	2.09
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 76431400	800,000	103.940	83,152.00	86,140.41	- 2,988.41	2,492.80	3.00
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 76431402	95,000	103.940	9,874.30	9,744.36	129.94	296.02	3.00
EATON CORP PLC CUSIP: G29183103 ACCOUNT NUMBER: 76431400	865,000	67.090	58,032.85	51,048.87	6,983.98	1,972.20	3.40
GLAXOSMITHKLINE PLC - ADR SPONSORED ADR CUSIP: 37733W105 ACCOUNT NUMBER: 76431402	206,000	38.510	7,933.06	8,157.19	- 224.13	425.80	5.37
KONINKLIJKE PHILIPS N.V. CUSIP: 500472303 ACCOUNT NUMBER: 76431402	667,000	30.570	20,390.19	15,761.21	4,628.98	510.92	2.51
LVMH MOET HENNESSY UNSP ADR - ADR SPONSORED ADR CUSIP: 502441306 ACCOUNT NUMBER: 76431402	518,000	37.995	19,681.41	17,157.73	2,523.68	295.78	1.50

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
LYONDELLBASELL INDUSTRIES NV CUSIP: N53745100 ACCOUNT NUMBER: 76431402	178.000	85.780	15,268.84	13,485.01	1,783.83	605.20	3.96
MANULIFE FINANCIAL CORP CUSIP: 56501R106 ACCOUNT NUMBER: 76431400	5,630.000	17.820	100,326.60	77,684.46	22,642.14	3,107.76	3.10
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 76431402	355.000	71.740	25,467.70	26,170.45	- 702.75	691.19	2.71
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109 ACCOUNT NUMBER: 76431402	333.000	72.840	24,255.72	24,264.99	- 9.27	766.90	3.16
NTT DOCOMO, INC. - ADR SPONSORED ADR CUSIP: 62942M201 ACCOUNT NUMBER: 76431402	370.000	22.750	8,417.50	9,034.14	- 616.64	227.55	2.70
PRUDENTIAL PLC - ADR SPONSORED ADR CUSIP: 74435K204 ACCOUNT NUMBER: 76431402	363.000	39.790	14,443.77	12,177.45	2,266.32	505.66	3.50
RECKITT BENCKISER PLC CUSIP: 756255204 ACCOUNT NUMBER: 76431402	630.000	16.800	10,584.00	11,084.35	- 500.35	243.18	2.30
ROCHE HOLDINGS LTD - ADR SPONSORED ADR CUSIP: 771195104 ACCOUNT NUMBER: 76431400	3,180.000	28.530	90,725.40	101,582.50	- 10,857.10	2,664.84	2.94
ROCHE HOLDINGS LTD - ADR SPONSORED ADR CUSIP: 771195104 ACCOUNT NUMBER: 76431402	646.000	28.530	18,430.38	20,206.88	- 1,776.50	541.35	2.94

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
INTERNATIONAL EQUITIES <i>(continued)</i>							
ROYAL DUTCH SHELL PLC	244.000	54.380	13,268.72	10,721.36	2,547.36	779.82	5.88
SPONSORED ADR REPSTG A SHS CUSIP: 780259206							
ACCOUNT NUMBER: 76431402							
SANOFI-AVENTIS	289.000	40.440	11,687.16	11,244.00	443.16	324.84	2.78
CUSIP: 80105N105							
ACCOUNT NUMBER: 76431402							
SCHLUMBERGER LTD	1,175.000	83.950	98,641.25	87,254.89	11,386.36	2,350.00	2.38
CUSIP: 806857108							
ACCOUNT NUMBER: 76431400							
SIEMENS AG	251.000	122.420	30,727.42	22,940.70	7,786.72	691.25	2.25
CUSIP: 826197501							
ACCOUNT NUMBER: 76431402							
SKY PLC	193.000	49.020	9,460.86	8,542.03	918.83	335.05	3.54
CUSIP: 83084V106							
ACCOUNT NUMBER: 76431402							
SUNCOR ENERGY INC NEW F	3,575.000	32.690	116,866.75	93,053.92	23,812.83	3,060.20	2.62
CUSIP: 867224107							
ACCOUNT NUMBER: 76431400							
SUNCOR ENERGY INC NEW F	296.000	32.690	9,676.24	6,575.64	3,100.60	253.38	2.62
CUSIP: 867224107							
ACCOUNT NUMBER: 76431402							
TE CONNECTIVITY LTD	830.000	69.280	57,502.40	54,214.60	3,287.80	1,228.40	2.14
CUSIP: H84989104							
ACCOUNT NUMBER: 76431400							
TELENOR ASA - ADR	489.000	14.915	7,293.44	6,785.69	507.75	348.66	4.78
SPONSORED ADR							
CUSIP: 87944W105							
ACCOUNT NUMBER: 76431402							
TELSTRA CORPORATION LIMITED	739.000	18.260	13,494.14	14,820.00	- 1,325.86	843.20	6.25
CUSIP: 87969N204							
ACCOUNT NUMBER: 76431402							

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TENARIS S.A. - ADR SPONSORED ADR CUSIP: 88031MT09 ACCOUNT NUMBER: 76431402	333.000	35.710	11,891.43	8,734.76	3,156.67	286.38	2.41
TORONTO DOMINION BK ONT COM NEW CUSIP: 891160509 ACCOUNT NUMBER: 76431402	393.000	49.340	19,390.62	14,403.45	4,987.17	643.73	3.32
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 ACCOUNT NUMBER: 76431400	1,640.000	50.970	83,590.80	75,988.51	7,602.29	3,744.12	4.48
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 ACCOUNT NUMBER: 76431402	393.000	50.970	20,031.21	16,902.72	3,128.49	897.22	4.48
TOYOTA MOTOR CORPORATION - ADR SPONSORED ADR CUSIP: 892331307 ACCOUNT NUMBER: 76431402	148.000	117.200	17,345.60	15,558.65	1,786.95	496.98	2.86
UNILEVER N.V. - ADR SPONSORED ADR CUSIP: 904784709 ACCOUNT NUMBER: 76431402	259.000	41.060	10,634.54	10,984.19	- 349.65	308.73	2.90
VEOLIA ENVIRONNEMENT SPONSORED ADR CUSIP: 92334N103 ACCOUNT NUMBER: 76431402	407.000	16.954	6,900.28	8,935.93	- 2,035.65	278.39	4.03
WOLSELEY PLC CUSIP: 977868306 ACCOUNT NUMBER: 76431402	2,445.000	6.070	14,841.15	14,387.12	454.03	271.40	1.83
Total International Equities			\$1,170,170.03	\$1,064,347.24	\$105,822.79	\$35,773.66	3.06%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
DOMESTIC MUTUAL FUNDS							
AMERICAN GROWTH FUND OF AMERICA CLASS F2 #605 SYMBOL: GFFFX CUSIP: 399874825 ACCOUNT NUMBER: 76431400	22,865.176	\$41.950	\$959,194.13	\$583,388.92	\$375,805.21	\$8,071.41	0.84%
ISHARES CORE S&P MID-CAP ETF SYMBOL: IJH CUSIP: 464287507 ACCOUNT NUMBER: 76431400	6,327.000	165.340	1,046,106.18	851,047.08	195,059.10	16,696.95	1.60
ISHARES RUSSELL 2000 ETF SYMBOL: IWM CUSIP: 464287655 ACCOUNT NUMBER: 76431400	5,191.000	134.850	700,006.35	523,662.41	176,343.94	9,624.11	1.38
ISHARES RUSSELL 2000 GROWTH ETF SYMBOL: IWO CUSIP: 464287648 ACCOUNT NUMBER: 76431400	1,649.000	153.940	253,847.06	199,423.13	54,423.93	2,450.41	0.96
ISHARES S&P 500 GROWTH ETF SYMBOL: IWV CUSIP: 464287309 ACCOUNT NUMBER: 76431400	2,050.000	121.790	249,669.50	237,697.30	11,972.20	3,780.20	1.51
Total Domestic Mutual Funds			\$3,208,823.22	\$2,395,218.84	\$813,604.38	\$40,623.08	1.27%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
INTERNATIONAL MUTUAL FUNDS							
AMERICAN EUROPACIFIC GROWTH FUND CLASS F2 #616 SYMBOL: AEPEX CUSIP: 29875E100 ACCOUNT NUMBER: 76431400	6,640 130	\$44.970	\$298,606.65	\$208,211.00	\$90,395.65	\$4,601.61	1.54%
ISHARES CORE MSCI EMERGING MARKETS ETF SYMBOL: IEMG CUSIP: 46434G103 ACCOUNT NUMBER: 76431400	9,182,000	42 450	389,775 90	351,074.52	38,701 38	8,869.81	2.28
OPPENHEIMER DEVELOPING MARKETS FUND CLASS I #799 SYMBOL: ODVIX CUSIP: 683974604 ACCOUNT NUMBER: 76431400	8,311 881	31.960	265,647.72	252,214.59	13,433.13	1,903 42	0.72
Total International Mutual Funds			\$954,030.27	\$811,500.11	\$142,530.16	\$15,374.84	1.61%
Total Equities and Mutual Funds			\$8,871,986.72	\$7,361,028.66	\$1,510,958.06	\$166,068.77	1.87%

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

E-TRACS ALERIAN MLP INFRASTRUCTURE ETN DTD 04/01/10 04/02/2040 SYMBOL: MLPI CUSIP: 902641646 ACCOUNT NUMBER: 76431400	6,079,000	\$28.410	\$172,704.39	\$119,542.74	\$53,161.65	\$11,398.13	6.60%
GOLDMAN SACHS COMMODITY STRATEGY INSTL SYMBOL: GCCIX CUSIP: 38143H381 ACCOUNT NUMBER: 76431400	9,514,748	11.800	112,274.03	100,000.00	12,274.03	941.96	0.84
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863 ACCOUNT NUMBER: 76431400	8,033,000	36.080	289,830.64	300,674.83	- 10,844.19	25,328.05	8.74
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553 ACCOUNT NUMBER: 76431400	4,244,000	82.530	350,257.32	325,514.90	24,742.42	16,874.14	4.82
Total Real Asset Funds			\$925,066.38	\$845,732.47	\$79,333.91	\$54,542.28	5.90%