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Return of Private Foundation

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.**2016**

Open to Public Inspection

For calendar year 2016 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: <table style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
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) \$ 15,982,776.	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, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	500.		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	193,751.	193,751.		
	5a Gross rents	2,000.	2,000.		STATEMENT 1
	b Net rental income or (loss)	2,000.			
	6a Net gain or (loss) from sale of assets not on line 10	384,958.			
	b Gross sales price for all assets on line 6a	10,667,161.			
	7 Capital gain net income (from Part IV, line 2)		384,958.		
	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					
12 Total. Add lines 1 through 11		581,209.	580,709.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,676.	24,676.		22,208.
	14 Other employee salaries and wages	12,337.	12,337.		11,103.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	8,384.			8,384.
	b Accounting fees STMT 3	14,399.	2,160.		12,239.
	c Other professional fees STMT 4	28,134.	28,134.		0.
	17 Interest				
	18 Taxes STMT 5	30,361.	13,886.		0.
	19 Depreciation and depletion	371,529.	205,793.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	32,000.	1,083.		30,917.
	24 Total operating and administrative expenses. Add lines 13 through 23	521,820.	254,758.		84,851.
	25 Contributions, gifts, grants paid	763,023.			763,023.
26 Total expenses and disbursements. Add lines 24 and 25	1,284,843.	254,758.		847,874.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<703,634.>				
b Net investment income (if negative, enter -0-)		325,951.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		114,460.	399,498.	399,498.
	2	Savings and temporary cash investments		141,417.	1,277,514.	1,277,514.
	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		317,850.		
	10a	Investments - U.S. and state government obligations STMT 7		177,332.	0.	0.
	b	Investments - corporate stock STMT 8		6,742,272.	5,695,588.	5,914,217.
	c	Investments - corporate bonds STMT 9		1,643,173.	1,443,215.	1,422,558.
	11	Investments - land, buildings, and equipment basis ▶ 2,769,175.				
	Less: accumulated depreciation STMT 10 ▶ 486,710.		2,653,994.	2,282,465.	6,968,000.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ OTHER)		989.	989.	989.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,791,487.	11,099,269.	15,982,776.	
Liabilities	17	Accounts payable and accrued expenses		453.		
	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)		453.	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		11,791,034.	11,099,269.	
30	Total net assets or fund balances		11,791,034.	11,099,269.		
31	Total liabilities and net assets/fund balances		11,791,487.	11,099,269.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,791,034.
2	Enter amount from Part I, line 27a	2	<703,634.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	11,869.
4	Add lines 1, 2, and 3	4	11,099,269.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,099,269.

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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 TIMBER SALES	D	VARIOUS	VARIOUS
b MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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 595,764.			595,764.
b 10,000,214.		10,282,203.	<281,989.>
c 71,183.			71,183.
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			595,764.
b			<281,989.>
c			71,183.
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	384,958.
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))
2015	807,665.	16,331,258.	.049455
2014	771,872.	16,944,146.	.045554
2013	846,821.	15,957,454.	.053067
2012	597,132.	15,321,407.	.038974
2011	835,532.	15,469,787.	.054011

2 Total of line 1, column (d)	2	.241061
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	.048212
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	15,383,699.
5 Multiply line 4 by line 3	5	741,679.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,260.
7 Add lines 5 and 6	7	744,939.
8 Enter qualifying distributions from Part XII, line 4	8	847,874.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,260.
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	3,260.
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	3,260.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	21,092.	
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	21,092.	
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	17,832.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 17,832. 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?	1a	X
b 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	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) **STATEMENT 11** **STMT 12**
- 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)
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address **N/A**
- 14 The books are in care of **FRANK MINTON** Telephone no. **206-365-5154**
Located at **P.O. BOX 77377, SEATTLE, WA** ZIP+4 **98177**
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**
- 16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

	Yes	No
11	X	
12		X
13	X	
15		
16		X

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

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

- 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)? Organizations relying on a current notice regarding disaster assistance check here **1b** **X**
- 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 **N/A**
- 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** **N/A**
- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
- 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** **N/A**
- 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**

	Yes	No
1b		X
1c		X
2b		
3b		
4a		X
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)?

Organizations relying on a current notice regarding disaster assistance check here ☐

5b ☒

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 ☒

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

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

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

☐ Yes ☒ No

7b N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		24,676.	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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 14	16,031.
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 7,085,317.
b	Average of monthly cash balances	1b 1,564,652.
c	Fair market value of all other assets	1c 6,968,000.
d	Total (add lines 1a, b, and c)	1d 15,617,969.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 15,617,969.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 234,270.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 15,383,699.
6	Minimum investment return. Enter 5% of line 5	6 769,185.

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	1 769,185.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 3,260.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 3,260.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 765,925.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 765,925.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 765,925.

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 847,874.
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	4 847,874.
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 3,260.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 844,614.

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 (2016)

**PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION**

Form 990-PF (2016)

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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				765,925.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			792,404.	
b Total for prior years:		0.		
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: ▶ \$ 847,874.				
a Applied to 2015, but not more than line 2a			792,404.	
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 2016 distributable amount				55,470.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				710,455.
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 2011 not applied on line 5 or line 7	0.			
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				

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 2016, enter the date of the ruling

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

4942(i)(3) or		4942(i)(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:

- 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

[illegible]

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

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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				
ARBORETUM FOUNDATION 2300 ARBORETUM DRIVE EAST SEATTLE, WA 98112	NONE	PC: 501(C)(3)	GARDEN STEWARDS PROGRAM	20,000.
BURKE MUSEUM P.O. BOX 35010, UW SEATTLE, WA 98105	NONE	PC: 501(C)(3)	NATIVE PLANTS LANDSCAPE PROJECT	20,000.
NORTHWEST HORTICULTURAL SOCIETY PO BOX 4597 ROLLING BAY, WA 98061	NONE	PC: 501(C)(3)	SPEAKER HONORARIUMS FOR 2017	10,000.
PACIFIC SCIENCE CENTER 200 SECOND AVENUE N SEATTLE, WA 98109	NONE	PC: 501(C)(3)	EDUCATIONAL SERVICES AND EXHIBITS	35,000.
RHODODENDRON SPECIES FOUNDATION P.O. BOX 3798 FEDERAL WAY, WA 98063-3798	NONE	PC: 501(C)(3)	EDUCATIONAL GRANT	7,500.
Total	SEE CONTINUATION SHEET(S)			763,023.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2016)

PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

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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
Recipient				
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN STREET # 235 FEDERAL WAY, WA 99104	NONE	PC: 501(C)(3)	DANNY WOO PARK AND SEATTLE CHILDREN'S PLAY GARDEN	40,000.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - GENERAL OPERATIONS P.O. BOX 77377 SEATTLE, WA 98177	NONE	POF: 501(C)(3)	GENERAL OPERATIONAL SUPPORT	368,623.
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	79,900.
THE GARDEN CONSERVANCY 20 NAZARETH WAY GARRISON, NY 10524	NONE	PC: 501(C)(3)	GARDEN PASSPORT PROGRAM	5,000.
THE TRUST FOR PUBLIC LAND 901 5TH AVENUE, #1520 SEATTLE, WA 98164	NONE	PC: 501(C)(3)	CONNECTIVITY & EQUITY ANALYSIS PROJECT	10,000.
UNIVERSITY OF WASHINGTON BOTANIC GARDENS PO BOX 35955 SEATTLE, WA 98195-4115	NONE	PC: 501(C)(3)	MILLER SEED VAULT/RARE CARE	30,000.
UNIVERSITY OF WASHINGTON SCHOOL OF LAW 4293 MEMORIAL WAY SEATTLE, WA 98195	NONE	PC: 501(C)(3)	GENERAL UNRESTRICTED PROGRAM SUPPORT	20,000.
Total from continuation sheets				670,523.

Total from continuation sheets

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	
		14	193,751.	
		16	2,000.	
		18	384,958.	
	0.		580,709.	0.

13 580,709

[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)(3) 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 | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | 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 5/30/17

**EXECUTIVE
DIRECTOR**

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
**JENNIFER BECKER
HARRIS**

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

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 ELISABETH 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			
1/14/16		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 ELISABETH 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			
9/30/14, 1/14/16		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

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. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		265,536.	12/31/15	265,536.	
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			
12/21/16		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Recipient's Name and Address	NO. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		50,000.	12/31/15	50,000.	
Purpose of Grant ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS					
Date of Reports by Grantee		Diversions by Grantee			
12/21/16		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

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. 5	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		79,900.	12/31/16	79,334.	
Purpose of Grant ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS					
Date of Reports by Grantee		Diversions by Grantee			
05/26/17		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Recipient's Name and Address	NO. 6	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		368,623.	12/31/16	368,623.	
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			
05/26/17		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

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

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	8,384.	0.		8,384.	
TO FM 990-PF, PG 1, LN 16A	8,384.	0.		8,384.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	14,399.	2,160.		12,239.	
TO FORM 990-PF, PG 1, LN 16B	14,399.	2,160.		12,239.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	28,134.	28,134.		0.	
TO FORM 990-PF, PG 1, LN 16C	28,134.	28,134.		0.	

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREST EXCISE TAXES	5,328.	5,328.		0.
FOREIGN TAXES PAID	4,767.	4,767.		0.
REAL ESTATE TAXES - TIMBER	3,791.	3,791.		0.
FEDERAL EXCISE TAXES	16,475.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,361.	13,886.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETING EXPENSES	594.	0.		594.
PAYROLL PROCESSING FEES	1,209.	0.		1,209.
BANK SERVICE CHARGES	27.	27.		0.
MEMBERSHIPS	350.	0.		350.
WEBSITE EXPENSE	430.	0.		430.
ASSESSMENTS	1,056.	1,056.		0.
INSURANCE	12,161.	0.		12,161.
MISCELLANEOUS	142.	0.		142.
GARDEN LECTURE	16,031.	0.		16,031.
TO FORM 990-PF, PG 1, LN 23	32,000.	1,083.		30,917.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT A	5,695,588.	5,914,217.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,695,588.	5,914,217.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT A	1,443,215.	1,422,558.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,443,215.	1,422,558.	

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ROAD	14,434.	14,434.	0.
OTHER ASSETS	32,485.	32,485.	0.
PE ELL - ROADS	20,350.	12,891.	7,459.
GRAND PRAIRIE - ROADS	19,024.	12,046.	6,978.
GATE	2,967.	619.	2,348.
TIMBER	2,679,915.	414,235.	2,265,680.
TOTAL TO FM 990-PF, PART II, LN 11	2,769,175.	486,710.	2,282,465.

FORM 990-PF	TRANSFERS TO CONTROLLED ENTITIES	STATEMENT 11
	PART VII-A, LINE 11	

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 AND GREAT PLANT PICKS

AMOUNT
OF TRANSFER

448,523.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

448,523.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

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 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEOFFREY REVELLE P.O. BOX 77377 SEATTLE, WA 98177	PRESIDENT 1.00	0.	0.	0.
FRANK MINTON P.O. BOX 77377 SEATTLE, WA 98177	VICE PRESIDENT 1.00	0.	0.	0.
DOUGLAS BAYLEY P.O. BOX 77377 SEATTLE, WA 98177	TRUSTEE 1.00	0.	0.	0.
ELISABETH (BETTY) BOTTLER P.O. BOX 77377 SEATTLE, WA 98177	TRUSTEE 1.00	0.	0.	0.
MALCOM MOORE P.O. BOX 77377 SEATTLE, WA 98177	TRUSTEE 1.00	0.	0.	0.
RICHARD BROWN P.O. BOX 77377 SEATTLE, WA 98177	SECRETARY/EXECUTIVE DIRECTOR 40.00	24,676.	0.	0.

EDWARD ANDREWS	TREASURER			
P.O. BOX 77377	1.00	0.	0.	0.
SEATTLE, WA 98177				
C. DAVID HUGHBANKS	TRUSTEE			
P.O. BOX 77377	1.00	0.	0.	0.
SEATTLE, WA 98177				
MARKA WAECHTER	TRUSTEE			
P.O. BOX 77377	1.00	0.	0.	0.
SEATTLE, WA 98177				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

24,676.

0.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

14

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

16,031.

FORM 990-PF PAGE 1

990-066

628111 04-01-16

(D) - Asset disposed

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



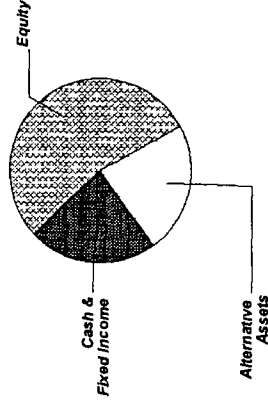
PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Account Summary

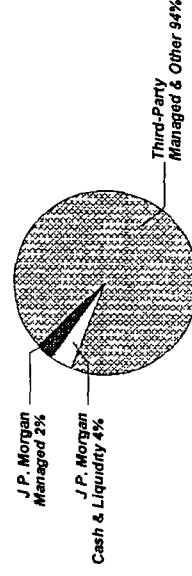
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	4,217,468.27	4,194,283.51	(23,184.76)	67,109.22	54%
Alternative Assets	1,720,674.05	1,719,933.04	(741.01)	29,110.23	23%
Cash & Fixed Income	1,666,037.72	1,781,196.76	115,159.04	52,007.66	23%
Market Value	\$7,604,180.04	\$7,695,413.31	\$91,233.27	\$148,227.11	100%
Accruals	74.48	1,246.06	1,171.58		
Market Value with Accruals	\$7,604,254.52	\$7,696,659.37	\$92,404.85		

Asset Allocation



* J.P. Morgan Managed includes mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. **Third-Party Managed & Other** includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan, separately managed accounts managed by J.P. Morgan where a party other than J.P. Morgan is the appointed investment advisor, structured products and exchange traded notes issued by parties other than J.P. Morgan, investment conduits investing in non-J.P. Morgan managed hedge funds, where J.P. Morgan is solely administrator to the conduit, and other investments not managed or issued by J.P. Morgan. **J.P. Morgan Cash & Liquidity Funds** includes cash, J.P. Morgan deposit sweeps and J.P. Morgan money market mutual funds. See important information about investment principles and conflicts in the disclosures section.

Manager Allocation *



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	7,604,180.04	0.00
Contributions		7,331,830.55
Withdrawals & Fees		(7,465.02)
Net Contributions/Withdrawals	\$0.00	\$7,324,365.53
Income & Distributions	60,573.84	93,344.02
Change In Investment Value	30,659.43	277,703.76
Ending Market Value	\$7,695,413.31	\$7,695,413.31
Accruals	1,246.06	1,246.06
Market Value with Accruals	\$7,696,659.37	\$7,696,659.37



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	60,499.36	92,026.05
Interest Income	74.48	1,317.97
Taxable Income	\$60,573.84	\$93,344.02

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	59,190.56	71,865.13
ST Realized Gain/Loss	1,309.58	7,866.25
Realized Gain/Loss	\$60,500.14	\$79,731.38

	To-Date Value
Unrealized Gain/Loss	\$197,972.38

Cost Summary	Cost
Equity	3,938,489.92
Cash & Fixed Income	1,801,853.31
Total	\$5,740,343.23



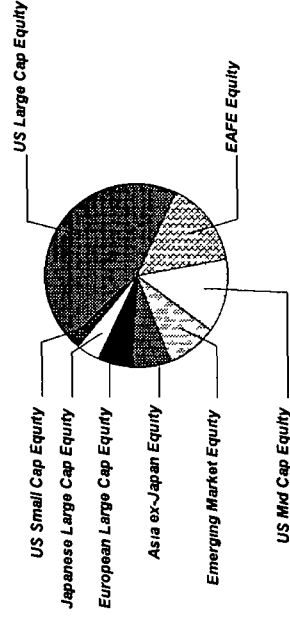
PENDLETON & ELISABETH C. MILLER FDN
For the Period 12/1/16 to 12/31/16

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,898,352.23	1,885,363.45	(12,988.78)	24%
US Mid Cap Equity	561,968.41	556,059.93	(5,908.48)	7%
US Small Cap Equity	80,545.32	82,528.20	1,982.88	1%
EAFE Equity	565,461.55	647,247.42	81,785.87	8%
European Large Cap Equity	299,811.44	226,883.91	(72,927.53)	3%
Japanese Large Cap Equity	170,206.82	172,477.48	2,270.66	2%
Asia ex-Japan Equity	286,423.33	275,612.91	(10,810.42)	4%
Emerging Market Equity	354,699.17	348,110.21	(6,588.96)	5%
Total Value	\$4,217,468.27	\$4,194,283.51	(\$23,184.76)	54%

Market Value/Cost	Current Period Value
Market Value	4,194,283.51
Tax Cost	3,938,489.92
Unrealized Gain/Loss	255,793.59
Estimated Annual Income	67,109.22
Accrued Dividends	1,164.14
Yield	1.60 %

Asset Categories



Equity as a percentage of your portfolio - 54 %



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
FMI LARGE CAP FUND-INST 302933-50-2 FMIQ X	19.71	19,011.724	374,721.08	370,406.09	4,314.99	4,448.74	1.19%
PARNASSUS CORE EQUITY FD-INS 701769-40-8 PRIL X	39.35	11,613.131	456,976.70	441,762.23	15,214.47	5,307.20	1.16%
PRIMECAP ODYSSEY STOCK FD 74160Q-30-1 POSK X	25.88	14,294.428	369,939.80	335,575.16	34,364.64	4,359.80	1.18%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	223.53	876.000	195,812.28	187,501.21	8,311.07	3,976.16 1,164.14	2.03%
VANGUARD 500 INDEX FUND 922908-71-0 VFIA X	206.57	2,361.977	487,913.59	457,122.73	30,790.86	9,847.08	2.02%
Total US Large Cap Equity			\$1,885,363.45	\$1,792,367.42	\$92,996.03	\$27,938.98 \$1,164.14	1.48%

(B)

US Mid Cap Equity

AMG MANAGERS FAIRPOINTE MID CAP FUND CLASS I 00171A-72-0 ABMI X	41.70	5,705.281	237,910.22	204,206.67	33,703.55	1,386.38	0.58%
VANGUARD MID-CAP ETF 922908-62-9 VO	131.63	2,417.000	318,149.71	294,413.25	23,736.46	4,609.21	1.45%
Total US Mid Cap Equity			\$556,059.93	\$498,619.92	\$57,440.01	\$5,995.59	1.08%

(B)



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Small Cap Equity							
(B) ISHARES RUSSELL 2000 ETF 464287-65-5 IWM	134.85	612 000	82,528.20	71,951.65	10,576.55	1,134.64	1.37 %
EAFE Equity							
CAUSEWAY INTERNATL VAL-INST 14949P-20-8 CIVI X	13.87	13,465 632	186,768.32	174,430.84	12,337.48	3,649.18	1.95 %
DODGE & COX INTL STOCK FD 256206-10-3 DODF X	38.10	5,369 838	204,590.83	182,221.42	22,369.41	4,569.73	2.23 %
OAKMARK INTERNATIONAL-I 413838-20-2 OAKI X	22.70	11,272.611	255,888.27	223,568.23	32,320.04	3,787.59	1.48 %
(B) Total EAFE Equity			\$647,247.42	\$580,220.49	\$67,026.93	\$12,006.50	1.85 %
European Large Cap Equity							
(B) DEUTSCHE X-TRACKERS MSCI EUR 233051-85-3 DBEU	25.37	8,943 000	226,883.91	214,378.43	12,505.48	7,601.55	3.35 %
Japanese Large Cap Equity							
(B) DEUTSCHE X-TRACKERS MSCI JAP 233051-50-7 DBJP	37.22	4,634 000	172,477.48	148,577.48	23,900.00	1,941.64	1.13 %



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
ISHARES MSCI ALL COUNTRY ASI 464288-18-2 AAXJ	54.93	2,486,000	136,555.98	136,754.32	(198.34)	2,418.87	1.77%
MATTHEWS ASIA DIVIDEND-INST 577130-75-0 MIPI X	15.52	8,959,854	139,056.93	145,489.37	(6,432.44)	2,858.19	2.06%
Total Asia ex-Japan Equity			\$275,612.91	\$282,243.69	(\$6,630.78)	\$5,277.06	1.92%
Emerging Market Equity							
ISHARES MSCI INDIA ETF 464298-59-8 INDA	26.81	4,667,000	125,122.27	129,849.55	(4,727.28)	1,129.41	0.90%
NEUBERGER BER GR CHINA EQ-IS 64122Q-46-5 NCEI X	10.76	6,880,651	74,035.80	73,059.51	976.29	337.15	0.46%
VANGUARD FTSE EMERGING MARKE 922042-85-8 VWO	35.78	4,163,000	148,952.14	147,221.78	1,730.36	3,746.70	2.52%
Total Emerging Market Equity			\$348,110.21	\$350,130.84	(\$2,020.63)	\$5,213.26	1.50%

(B)

(B)



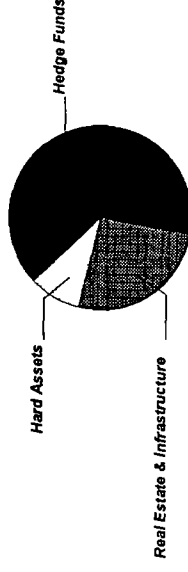
PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,133,603.70	1,125,811.04	(7,792.66)	15%
Real Estate & Infrastructure	445,483.10	455,246.13	9,763.03	6%
Hard Assets	141,587.25	138,875.87	(2,711.38)	2%
Total Value	\$1,720,674.05	\$1,719,933.04	(\$741.01)	23%

Asset Categories



Alternative Assets as a percentage of your portfolio - 23 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AQR EQUITY MARKET NEUTRAL-R6 00191K-76-5 QMNR X	11.97	16,008.734	191,624.55	183,300.00
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.04	14,597.696	131,963.17	133,069.18
EQUINOX CAMPBELL STRATEGY-I 29446A-81-9 EBSI X	9.75	17,407.407	169,722.22	183,300.00



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FD-Y 367829-88-4 GTEY X	30.83	6,153 072	189,699.21	183,300 00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	10 64	12,896,606	137,219 89	147,150 28
PIMCO UNCONSTRAINED BOND-INS 72201M-48-7 PFIU X	10 65	14,272,578	152,002 96	147,150.28
THE ARBITRAGE FD-I 03875R-20-5 ARBN X	13 20	11,634 776	153,579 04	153,233 18
Total Hedge Funds			\$1,125,811.04	\$1,130,502.92

(B)



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	2,286.00	239,509.51		227,777.04	9,580.62	4.21 %
PRUDENTIAL GLOBAL REAL EST-Z 744336-50-4 PURZ X	3,210.09	78,290.97		73,286.45	1,710.98	2.33 %
TORTOISE MLP & PIPELINE-INST 56166Y-40-4 TORI X	10,997.34	145,814.70		154,182.64	2,881.30	1.87 %
Total Real Estate & Infrastructure		\$463,615.18	\$0.00	\$455,246.13	\$14,172.90	

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative. For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
SPDR GOLD SHARES	109 61	1,267 000	138,875 87	162,979.60	
78463V-10-7 GLD					

③



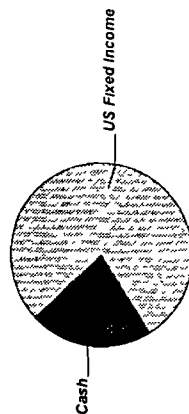
PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	244,545.14	358,638.40	114,093.26	5%
US Fixed Income	1,421,492.58	1,422,558.36	1,065.78	18%
Total Value	\$1,666,037.72	\$1,781,196.76	\$115,159.04	23%

Market Value/Cost	Current Period Value
Market Value	1,781,196.76
Tax Cost	1,801,853.31
Unrealized Gain/Loss	(20,656.55)
Estimated Annual Income	52,007.66
Accrued Interest	81.92
Yield	2.92%



SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Cash & Fixed Income
0-6 months ¹	1,781,196.76	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Cash & Fixed Income
Cash	358,638.40	20%
Mutual Funds	1,422,558.36	80%
Total Value	\$1,781,196.76	100%

Cash & Fixed Income as a percentage of your portfolio - 23 %



PENDLETON & ELISABETH C. MILLER FDN

For the Period 12/1/16 to 12/31/16

Note ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1.00	358,638.40	358,638.40	358,638.40		1,430.96 81.92	0.40 % ¹
US Fixed Income							
DODGE & COX INCOME FD 256210-10-5	13.59	10,703.29	145,457.64	146,635.00	(1,177.36)	4,688.03	3.22 %
PIMCO FD PAC INV MGMT SERIES HIGH YIELD FD - INSTL 693390-84-1	8.81	34,421.36	303,252.16	293,785.28	9,466.88	16,522.25	5.45 %
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	113.17	1,951.00	220,794.67	225,957.20	(5,162.53)	3,260.12	1.48 %
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11.48	18,610.02	213,643.03	224,109.45	(10,466.42)	5,266.63	2.47 %
DOUBLELINE TOTL RET BND-I 258620-10-3	10.62	23,038.05	244,664.07	252,572.91	(7,908.84)	9,192.18	3.76 %
JANUS HIGH-YIELD FD-I 47103C-57-1	8.46	18,232.79	154,249.38	153,520.07	729.31	8,952.29	5.80 %



PENDLETON & ELISABETH C. MILLER FDN
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
METROPOLITAN WEST FDS	10.53	13,342.58	140,497.41	146,635.00	(6,137.59)	2,695.20	1.92%
TOTAL RET CLI							
592905-50-9							
Total US Fixed Income			\$1,422,558.36	\$1,443,214.91	(\$20,656.55)	\$50,576.70	3.56%

©

	<u>Cost</u>	<u>FMV</u>
B: INVESTMENTS - CORPORATE STOCK	5,695,588	5,914,217
C: INVESTMENTS - CORPORATE BONDS	<u>1,443,215</u>	<u>1,422,558</u>
Totals	7,138,803	7,336,775