

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

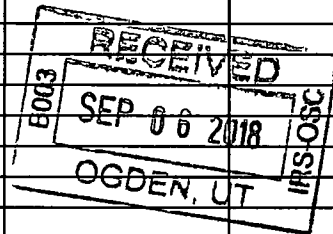
Open to Public Inspection

For calendar year 2017 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) 4500 9TH AVENUE NE, SUITE 300	Room/suite	B Telephone number 206-417-4638
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 17,589,716.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11,551.	11,551.		
4 Dividends and interest from securities		274,702.	274,702.		
5a Gross rents		2,000.	2,000.		SEE STATEMENT 1
b Net rental income or (loss)		2,000.			
6a Net gain or (loss) from sale of assets not on line 10		5,423,176.			
b Gross sales price for all assets on line 6a		11,061,916.			
7 Capital gain net income (from Part IV, line 2)			6,326,512.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,121.	880.		SEE STATEMENT 2
12 Total. Add lines 1 through 11		5,712,550.	6,615,645.		
13 Compensation of officers, directors, trustees, etc		32,860.	3,286.		29,574.
14 Other employee salaries and wages		2,475.	248.		2,228.
15 Pension plans, employee benefits		576.	58.		518.
16a Legal fees STMT 3		23,445.	23,445.		0.
b Accounting fees STMT 4		29,122.	4,368.		24,754.
c Other professional fees STMT 5		40,223.	40,223.		0.
17 Interest					
18 Taxes STMT 6		89,870.	7,370.		0.
19 Depreciation and depletion		1,510.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		1,040.	0.		1,040.
23 Other expenses STMT 7		11,185.	8,132.		3,053.
24 Total operating and administrative expenses. Add lines 13 through 23		232,306.	87,130.		61,167.
25 Contributions, gifts, grants paid		998,219.			998,219.
26 Total expenses and disbursements. Add lines 24 and 25		1,230,525.	87,130.		1,059,386.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,482,025.			
b Net investment income (if negative, enter -0-)			6,528,515.		
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		399,498.	56,737.	56,737.
	2	Savings and temporary cash investments		1,277,514.	744,525.	744,525.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	5,695,588.	10,934,561.	11,980,032.	
	c	Investments - corporate bonds STMT 9	1,443,215.	3,155,998.	3,156,111.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶	1,150,133.		
		Less: accumulated depreciation STMT 10 ▶	461,971.	2,282,465.	688,162.	1,651,000.
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ OTHER)	989.	1,311.	1,311.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,099,269.	15,581,294.	17,589,716.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
24	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
25	Unrestricted					
26	Temporarily restricted					
26	Permanently restricted					
26	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
26	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	11,099,269.	15,581,294.			
30	Total net assets or fund balances	11,099,269.	15,581,294.			
31	Total liabilities and net assets/fund balances	11,099,269.	15,581,294.			

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	11,099,269.
2	Enter amount from Part I, line 27a	2	4,482,025.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,581,294.
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	15,581,294.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 REAL ESTATE 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 7,224,909.		1,222,922.	6,001,987.
b 3,626,656.		3,512,482.	114,174.
c 210,351.			210,351.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,001,987.
b			114,174.
c			210,351.
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	6,326,512.
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 doesn't 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))
2016	844,614.	15,383,699.	.054903
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

2 Total of line 1, column (d)	2	.241953
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048391
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	17,308,216.
5 Multiply line 4 by line 3	5	837,562.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	65,285.
7 Add lines 5 and 6	7	902,847.
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	1,059,386.

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 ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

35,047. Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

WA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 SEE STATEMENT 11 SEE STATEMENT 12 STMT 13	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? Website address WWW.MILLERCHARITABLEFOUNDATION.ORG	13 X	
14 The books are in care of BILL ZOOK Telephone no. 206-632-3912 Located at 4500 9TH AVENUE NE, SUITE 300, SEATTLE, WA ZIP+4 98105-4762		
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 2017, 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	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.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here 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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 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. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.) N/A 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 2017? 4b		X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

5b

X

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

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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?

N/A

7b

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

1 List all officers, directors, trustees, and 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 14		32,860.	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

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."

[illegible]

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

Part IX-A	Summary of Direct Charitable Activities
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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.

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
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

Form **990-PF** (2017)

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	10,168,368.
b	Average of monthly cash balances	1b	2,140,672.
c	Fair market value of all other assets	1c	5,262,753.
d	Total (add lines 1a, b, and c)	1d	17,571,793.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,571,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,577.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,308,216.
6	Minimum investment return. Enter 5% of line 5	6	865,411.

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	865,411.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	65,285.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	65,285.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	800,126.
4	Recoveries of amounts treated as qualifying distributions	4	241.
5	Add lines 3 and 4	5	800,367.
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	800,367.

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	1,059,386.
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	1,059,386.
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	65,285.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	994,101.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				800,367.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			710,455.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,059,386.				
a Applied to 2016, but not more than line 2a			710,455.	
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 2017 distributable amount				348,931.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				451,436.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

BILL ZOOK, 206-632-3912

4500 9TH AVENUE NE, SUITE 300, SEATTLE, WA 98105

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

PER WEBSITE: [HTTPS://WWW.MILLERCHARITABLEFOUNDATION.ORG/APPINFO.HTML](https://www.millercharitablefoundation.org/appinfo.html)

c Any submission deadlines:

APRIL 1ST AND OCTOBER 1ST

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

PER WEBSITE: [HTTPS://WWW.MILLERCHARITABLEFOUNDATION.ORG/APPINFO.HTML](https://www.millercharitablefoundation.org/appinfo.html)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ARBORETUM FOUNDATION 2300 ARBORETUM DRIVE EAST SEATTLE, WA 98112	NONE	PC: 509(A)(1) OR (A)(2)	GARDEN STEWARDS PROGRAM	10,000.
HARDY FERN FOUNDATION P.O. BOX 3797 FEDERAL WAY, WA 98063-3797	NONE	PC: 509(A)(1) OR (A)(2)	TECHNOLOGY SUPPORT	12,097.
NORTHWEST HORTICULTURAL SOCIETY C/O UNIVERSITY OF WA P.O. BOX 354115 SEATTLE, WA 98195-4115	NONE	PC: 509(A)(1) OR (A)(2)	SYMPOSIUM, CLASSES, AND WORKSHOP	10,000.
PACIFIC SCIENCE CENTER 200 SECOND AVENUE N SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONS	30,000.
RHODODENDRON SPECIES FOUNDATION P.O. BOX 3798 FEDERAL WAY, WA 98063-3798	NONE	PC: 509(A)(1) OR (A)(2)	STUDENT INTERNSHIPS	5,000.
Total			SEE CONTINUATION SHEET(S)	998,219.
b Approved for future payment				
SEATTLE ART MUSEUM 1300 FIRST AVENUE SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (A)(2)	TO SUPPORT THE RE-CREATION AND RESTORATION OF HISTORIC PATHWAYS	50,000.
UNIVERSITY OF WASHINGTON P.O. BOX 354115 SEATTLE, WA 98195	NONE	GOV: 170(C)(1)	GENERAL OPERATING SUPPORT AND MATCHING DONATIONS FOR THE LIBRARY	120,000.
Total				170,000.

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		79,659.	12/31/16	79,659.	
Purpose of Grant ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS					
Date of Reports by Grantee 5/26/17		Diversions by Grantee 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		23,616.	12/31/17	23,616.	
Purpose of Grant SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST LECTURE.					
Date of Reports by Grantee NOT DUE YET		Diversions by Grantee TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

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		384,363.	12/31/17	384,363.	
Purpose of Grant CAPITAL IMPROVEMENT SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST PREMISES.					
Date of Reports by Grantee		Diversions by Grantee			
NOT DUE YET		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Recipient's Name and Address	NO. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST P.O. BOX 77377 SEATTLE, WA 98177		247,589.	12/31/17	247,589.	
Purpose of Grant GENERAL SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST, A FOUNDATION OPERATING A HORTICULTURAL STUDY CENTER AND BOTANICAL GARDEN THAT IS A SANCTUARY FOR THREATENED AND ENDANGERED PLANT SPECIES AND RARE AND UNCOMMONLY GROWN PLANT MATERIAL.					
Date of Reports by Grantee		Diversions by Grantee			
NOT DUE YET		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

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		91,904.	12/31/17	91,904.	
Purpose of Grant ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS					
Date of Reports by Grantee		Diversions by Grantee			
NOT DUE YET		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Recipient's Name and Address	NO. 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			
5/23/17		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED.			
Results of Verification					

Part XV **Supplementary Information** (continued)

3a Grants and Contributions Paid During the Year

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
SHORELINE HISTORICAL MUSEUM 18501 LINDEN AVE N. SHORELINE, WA 98133	NONE	PC: 509(A)(1) OR (A)(2)	WEBSITE SUPPORT	6,650.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - CAPITAL IMPROVEMENTS P.O. BOX 77377 SEATTLE, WA 98177	NONE	POF: 4942(J)(3)	CAPITAL IMPROVEMENT SUPPORT	384,363.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - GENERAL OPERATIONS P.O. BOX 77377 SEATTLE, WA 98177	NONE	POF: 4942(J)(3)	GENERAL OPERATIONAL SUPPORT	247,589.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - GREAT PLANT PICKS P.O. BOX 77377 SEATTLE, WA 98177	NONE	POF: 4942(J)(3)	ANNUAL PROGRAM SUPPORT	91,904.
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST - LECTURE P.O. BOX 77377 SEATTLE, WA 98177	NONE	POF: 4942(J)(3)	SUPPORT FOR MILLER LECTURE	23,616.
UNIVERSITY OF WASHINGTON BOTANIC GARDENS P.O. BOX 354115 SEATTLE, WA 98195-4115	NONE	PC: 509(A)(1) OR (A)(2)	MILLER SEED VAULT/WA RARE CARE AND CONSERVATION PROGRAM	32,000.
UNIVERSITY OF WASHINGTON SCHOOL OF LAW WILLIAM H. GATES HALL BOX 353020 SEATTLE, WA 98195	NONE	PC: 509(A)(1) OR (A)(2)	GENERAL OPERATIONAL SUPPORT	10,000.
Total from continuation sheets				931,122.

Part XV	Supplementary Information (continued)
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3a Grants and Contributions Paid During the Year

ee. Grants and Contributions and During the Year		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Recipient	Name and address (home or business)				
	UNIVERSITY OF WASHINGTON P.O. BOX 354115 SEATTLE, WA 98195	NONE	GOV: 170(C)(1)	SUPPORT OF THE ELISABETH C. MILLER LIBRARY AND ENDOWMENT FUNDS	135,000.
Total from continuation sheets					

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

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIMBER REVENUES	880.	880.	
RETURNED GRANTS	241.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,121.	880.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	23,445.	23,445.		0.
TO FM 990-PF, PG 1, LN 16A	23,445.	23,445.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,122.	4,368.		24,754.
TO FORM 990-PF, PG 1, LN 16B	29,122.	4,368.		24,754.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	40,223.	40,223.		0.
TO FORM 990-PF, PG 1, LN 16C	40,223.	40,223.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,172.	5,172.		0.
REAL ESTATE TAXES - TIMBER	2,198.	2,198.		0.
FEDERAL EXCISE TAXES	82,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	89,870.	7,370.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES & EQUIPMENT	380.	0.		380.
POSTAGE	101.	0.		101.
WEBSITE EXPENSE	545.	0.		545.
INSURANCE - D&O	1,742.	0.		1,742.
OFFICE EXPENSE	240.	0.		240.
BANK SERVICE CHARGES	15.	15.		0.
ASSESSMENTS	1,234.	1,234.		0.
MISCELLANEOUS	45.	0.		45.
INSURANCE - TIMBER	6,883.	6,883.		0.
TO FORM 990-PF, PG 1, LN 23	11,185.	8,132.		3,053.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
34780.463 SHS FMI LARGE CAP FUND-INST	700,850.	746,736.	
34589.881 SHS PARNASSUS CORE EQUITY FD-INS	1,415,664.	1,478,026.	
20933.578 SHS PRIMECAP ODYSSEY STOCK FD	512,708.	667,990.	
4466.983 SHS VANGUARD 500 INDEX FUND	971,060.	1,102,541.	
6295.933 SHS AMG MG FAIRPT MC-Z	246,427.	275,510.	
5142 SHS SPDR S&P OIL & GAS EXP & PR	170,246.	191,180.	
32049.085 SHS CAUSEWAY INTERNATL VAL-INST	469,979.	555,090.	
7055.207 SHS DODGE & COX INTL STOCK FD	256,293.	326,797.	
7275.216 SHS FIDELITY INTERNATIONAL INDEX FUND	317,345.	314,144.	
22753.591 SHS OAKMARK INTERNATIONAL-INST	522,525.	650,525.	
11372 SHS XTRACKERS MSCI EUROPE HEDGED EQUITY	291,663.	323,192.	
11083 SHS XTRACKERS MSCI JAPAN HEDGED EQUITY	418,898.	488,649.	
6102 SHS ISHARES MSCI ALL COUNTRY ASI	399,761.	465,461.	
8959.854 SHS MATTHEWS ASIA DIVIDEND-INST	144,695.	176,778.	
15178.613 SHS DELAWARE EMERGING MARKETS-R6	259,582.	307,822.	
8899 SHS ISHARES MSCI INDIA ETF	280,636.	320,987.	
9941.972 SHS NEUBERGER BER GR CHINA EQ-IS	121,459.	158,873.	
12580.791 SHS AQR EQUITY MARKET NEUTRAL-R6	144,050.	154,115.	
21149.449 SHS AQR LONG-SHORT EQUITY-R6	317,030.	294,189.	
72462.707 SHS BLACKSTONE ALT MULTI-STRAT- Y	780,343.	771,728.	
11932.275 SHS DIAMOND HILL LONG/SHORT-I	315,952.	314,893.	
9513.532 SHS GATEWAY FUND-N	295,481.	318,323.	
11670.672 SHS THE ARBITRAGE FD-I	154,581.	152,652.	
25447.71 SHS PRUDENTIAL GLOBAL REAL EST- FD CL Q	625,676.	616,598.	
23631.85 SHS TORTOISE MLP & PIPELINE-INST	314,287.	318,321.	
3954 SHS SPDR GOLD SHARES	487,370.	488,912.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,934,561.	11,980,032.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
40278.61 SHS DODGE & COX INCOME FD	553,848.	554,234.	
8582 SHS SCHWAB U.S. TIPS ETF	474,544.	475,700.	
44577.65 SHS DOUBLELINE TOTL RET BND-I	482,364.	473,860.	
21045.11 SHS JANUS HIGH-YIELD FD-I	177,771.	178,042.	
47404.5 SHS METROPOLITAN WEST T/R BD-PLN	479,983.	475,467.	
50552.72 SHS PIMCO FD PAC INV MGMT SERIES HIGH YIELD FD - INSTL	441,973.	452,952.	
50777.25 SHS VANGUARD TOTAL BOND MARKET INDEX FUND-ADM	545,515.	545,856.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,155,998.	3,156,111.	

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TIMBER	1,100,247.	414,235.	686,012.
ROAD	14,434.	14,434.	0.
OTHER ASSETS	32,485.	32,485.	0.
GATE	2,967.	817.	2,150.
TOTAL TO FM 990-PF, PART II, LN 11	1,150,133.	461,971.	688,162.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST

94-3166819

ADDRESSP.O. BOX 77377
SEATTLE, WA 98177DESCRIPTION OF TRANSFERGRANT PROVIDED FOR CAPITAL IMPROVEMENTS, GENERAL SUPPORT, MILLER LECTURE
AND GREAT PLANT PICKSAMOUNT
OF TRANSFER

747,472.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

747,472.

FORM 990-PF	TRANSFERS FROM CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 12
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<u>NAME OF CONTROLLED ENTITY</u>	<u>EMPLOYER ID NO</u>
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	94-3166819

ADDRESS

P.O. BOX 77377
SEATTLE, WA 98177

DESCRIPTION OF TRANSFER

REFUND OF PRIOR PERIOD GRANT PROVIDED FOR GREAT PLANT PICKS

	AMOUNT OF TRANSFER
	<u>241.</u>
<hr/> TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES	<hr/> <u>241.</u> <hr/>

FORM 990-PF	SCHEDULE OF CONTROLLED ENTITIES	STATEMENT 13
	PART VII-A, LINE 11	

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	STATEMENT 14
	TRUSTEES AND FOUNDATION MANAGERS	

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEOFFREY REVELLE 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	PRESIDENT 1.00	0.	0.	0.
FRANK MINTON 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	VICE PRESIDENT 5.00	10,500.	0.	0.
EDWARD (TED) ANDREWS 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	TREASURER 1.00	0.	0.	0.
JOHN WM. (BILL) ZOOK, JR 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	SECRETARY/MANAGER 5.00	20,000.	0.	0.
RICHARD BROWN (THRU 1/17) 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	SECRETARY/EXECUTIVE DIR. 20.00	2,360.	0.	0.
DOUGLAS BAYLEY 4500 9TH AVENUE NE, SUITE 300 SEATTLE, WA 98105	BOARD MEMBER 1.00	0.	0.	0.

PENDLETON AND ELISABETH CAREY MILLER CHA

91-1671814

ELISABETH (BETTY) BOTTLE	BOARD MEMBER			
4500 9TH AVENUE NE, SUITE 300	1.00	0.	0.	0.
SEATTLE, WA 98105				
C. DAVID HUGHBANKS	BOARD MEMBER			
4500 9TH AVENUE NE, SUITE 300	1.00	0.	0.	0.
SEATTLE, WA 98105				
MALCOLM MOORE	BOARD MEMBER			
4500 9TH AVENUE NE, SUITE 300	1.00	0.	0.	0.
SEATTLE, WA 98105				
SUSAN NEVLER	BOARD MEMBER			
4500 9TH AVENUE NE, SUITE 300	1.00	0.	0.	0.
SEATTLE, WA 98105				
MARKA WAECHTER	BOARD MEMBER			
4500 9TH AVENUE NE, SUITE 300	1.00	0.	0.	0.
SEATTLE, WA 98105				

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

32,860.	0.	0.
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2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	ROAD	07/01/01	SL	15.00		HY17	14,434.				14,434.	14,434.		0.	14,434.
3	OTHER ASSETS	12/31/01	SL	15.00		HY17	32,485.				32,485.	32,485.		0.	32,485.
14	(D)PE LLL - ROADS	07/01/07	SL	15.00		HY17	20,350.				20,350.	12,891.		678.	13,569.
15	(D)GRAND PRAIRIE - ROADS	07/01/07	SL	15.00		HY17	19,024.				19,024.	12,046.		634.	12,680.
16	GATE	12/05/13	SL	15.00		MC17	2,967.				2,967.	619.		198.	817.
27	TIMBER	07/01/07		.000		HY16	1,100,247.				1,100,247.	414,235.		0.	414,235.
	* TOTAL 990-PF PG 1 DEPR						1,189,507.				1,189,507.	486,710.		1,510.	488,220.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						1,189,507.			0.	1,189,507.	486,710.			488,220.
	ACQUISITIONS						0.			0.	0.	0.			0.
	DISPOSITIONS						39,374.			0.	39,374.	24,937.			26,249.
	ENDING BALANCE						1,150,133.			0.	1,150,133.	461,773.			461,971.
	ENDING ACCUM DEPR LESS DISPOSITIONS											461,971.			
	ENDING BOOK VALUE											688,162.			

728111 04-01-17

(D) - Asset disposed

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