

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.

2019

Open to Public
Inspection

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

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		B Telephone number (see instructions) (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) ► \$ 17,889,335		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,495	3,495		
	4 Dividends and interest from securities	384,402	386,638		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	116,587			
	b Gross sales price for all assets on line 6a	5,017,771			
	7 Capital gain net income (from Part IV, line 2)		118,472		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	504,484	508,605		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,720	2,472		22,248
	14 Other employee salaries and wages	320	32		288
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,238	1,686		9,552
	c Other professional fees (attach schedule)	56,743	57,679		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)		9,363		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	493	0		493
	22 Printing and publications	226	0		226
	23 Other expenses (attach schedule)	2,352	0		2,352
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	96,092	71,232		35,159
	25 Contributions, gifts, grants paid	673,000			673,000
	26 Total expenses and disbursements. Add lines 24 and 25	769,092	71,232		708,159
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-264,608			
	b Net investment income (if negative, enter -0-)		437,373		
	c Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		27,931	42,052	42,052
	2 Savings and temporary cash investments		400,722	290,915	290,915
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		13,114,964	12,094,105	13,458,299
	c Investments—corporate bonds (attach schedule)		3,150,972	3,996,441	4,098,069
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		16,694,589	16,423,513	17,889,335
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ► <input type="checkbox"/>				
	and complete lines 24, 25, 29 and 30.				
	24 Net assets without donor restrictions				
	25 Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/>				
	and complete lines 26 through 30.				
	26 Capital stock, trust principal, or current funds		0	0	
	27 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
	28 Retained earnings, accumulated income, endowment, or other funds		16,694,589	16,423,513	
	29 Total net assets or fund balances (see instructions)		16,694,589	16,423,513	
	30 Total liabilities and net assets/fund balances (see instructions)		16,694,589	16,423,513	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	16,694,589
2	Enter amount from Part I, line 27a	2	-264,608
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	16,429,981
5	Decreases not included in line 2 (itemize) ►	5	6,468
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	16,423,513

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a MARKETABLE SECURITIES		P		
b CAPITAL GAIN DISTRIBUTION		P		
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 5,017,771		5,070,944	-53,173	
b 171,645			171,645	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			-53,173	
b			171,645	
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	118,472
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

 Yes No

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

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 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))
2018	870,833	17,167,473	0 050726
2017	994,101	17,308,216	0 057435
2016	844,614	15,383,699	0 054903
2015	807,665	16,331,258	0 049455
2014	771,872	16,944,146	0 045554
2 Total of line 1, column (d)			2 0 258073
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 0 051615
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 16,893,833
5 Multiply line 4 by line 3			5 871,975
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,374
7 Add lines 5 and 6			7 876,349
8 Enter qualifying distributions from Part XIII, line 4			8 708,159

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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)	1	8,747
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	8,747
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	8,747
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	20,041
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d.	7	20,041
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
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	11,294
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ►	11,294	Refunded ►
		11	0

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 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? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 2	11	Yes
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MILLERCHARITABLEFOUNDATION.ORG	13	Yes
14	The books are in care of ► <u>BILL ZOOK</u>	Telephone no	► (206) 632-3912
Located at ► <u>4500 9TH AVENUE NE SUITE 300 SEATTLE WA</u>		ZIP+4 ► <u>981054762</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
16	At any time during calendar year 2019, 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	Yes No

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	No
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 2019?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years ► <u>20____, 20____, 20____, 20____</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>		
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 2019 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 2019)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		7a	
b	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
8	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?			
	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JPMORGAN CHASE BANK	INVESTMENT SERVICES	51,743
270 PARK AVENUE		
NEW YORK, NY 100172014		

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		
2		
3		
4		

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

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

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	16,906,187
b	Average of monthly cash balances.	1b	244,912
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,151,099
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	17,151,099
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	257,266
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,893,833
6	Minimum investment return. Enter 5% of line 5.	6	844,692

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	844,692
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	8,747
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,747
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	835,945
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	835,945
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	835,945

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	708,159
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	708,159
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	708,159
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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				835,945
2 Undistributed income, if any, as of the end of 2019			391,471	
a Enter amount for 2018 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4 ► \$ 708,159			391,471	
a Applied to 2018, but not more than line 2a				
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 2019 distributable amount.				316,688
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				519,257
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 2014 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

BILL ZOOK
4500 9TH AVENUE NE SUITE 300
SEATTLE, WA 98105
(206) 632-3912

- 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 See Additional Data Table				
Total			► 3a	673,000
b Approved for future payment UNIVERSITY OF WASHINGTON PO BOX 354115 SEATTE, WA 981954115		GOV 170(C) (1)	ELISABETH C MILLER LIBRARY	152,579
Total			► 3b	152,579

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1	Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	3,495	
4	Dividends and interest from securities.			14	384,402	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	116,587	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e).		0		504,484	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		504,484

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, (e) other allowances
GEOFFREY REVELLE	PRESIDENT 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
FRANK MINTON	VICE PRESIDENT 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
EDWARD TED ANDREWS	TREASURER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
JOHN WM BILL ZOOK JR	SECRETARY/MANAGER 5 00	24,720	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
DOUGLAS BAYLEY	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
ELISABETH BETTY BOTTLER	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
C DAVID HUGHBANKS	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
MALCOLM MOORE	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
SUSAN NEVLER	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
MARKA WAECHTER	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				
CAROL LEWIS	BOARD MEMBER 1 00	0	0	0
4500 9TH AVENUE NE SUITE 300 SEATTLE, WA 98105				

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
ARBORETUM FOUNDATION 2300 ARBORETUM DR E SEATTLE, WA 98112		PC 509(A) (1) OR (A)	GARDEN STEWARDS PROGRAM	14,400
BLACKPASTORG 4616 25TH AVENUE NE PMB 222 SEATTLE, WA 98105		PC 509(A) (1) OR (A)	ENHANCEMENT OF BLACK HISTORY ONLINE RESOURCES	5,000
BLOEDEL RESERVE 7571 NE DOLPHIN DRIVE BAINBRIDGE ISLAND, WA 98110		PC 509(A) (1) OR (A)	NEW ARRIVAL LANDSCAPE AND GARDEN	30,000
Total			► 3a	673,000

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
BURKE MUSEUM PO BOX 353010 SEATTLE, WA 981953010		PC 509(A) (1) OR (A)	CRUISIN THE FOSSIL COASTLINE EXHIBIT	25,000
ELISABETH C MILLER BOTANICAL GARDEN TRUST PO BOX 77377 SEATTLE, WA 981770377		POF 4942(J) (3)	GENERAL OPERATIONAL SUPPORT	178,174
ELISABETH C MILLER BOTANICAL GARDEN TRUST PO BOX 77377 SEATTLE, WA 981770377		POF 4942(J) (3)	SUPPORT FOR GREAT PLANT PICKS	66,678
Total			► 3a	673,000

Form 990PF Part XV Line 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				
ELISABETH C MILLER BOTANICAL GARDEN TRUST PO BOX 77377 SEATTLE, WA 981770377		POF 4942(J) (3)	CAPITAL IMPROVEMENT SUPPORT	25,962
ELISABETH C MILLER BOTANICAL GARDEN TRUST PO BOX 77377 SEATTLE, WA 981770377		POF 4942(J) (3)	SUPPORT FOR MILLER LECTURE	20,000
HARDY FERN FOUNDATION PO BOX 3797 FEDERAL WAY, WA 980633797		PC 509(A) (1) OR (A)	WASHINGTON PARK ARBORETUM SIGNATURE BED	3,500
Total			► 3a	673,000

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
NORTHWEST HORTICULTURAL SOCIETY PO BOX 4597 ROLLING BAY, WA 98061		PC 509(A) (1) OR (A)	2020 SYMPOSIUM	10,000
PACIFIC SCIENCE CENTER 200 SECOND AVENUE N SEATTLE, WA 981094895		PC 509(A) (1) OR (A)	GENERAL OPERATIONS	10,000
SEATTLE CHINESE GARDEN 6000 16TH AVENUE SW SEATTE, WA 98106		PC 509(A) (1) OR (A)	ADDITION OF PLANTS	16,000
Total			► 3a	673,000

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN STREET 235 SEATTLE, WA 98104		PC 509(A) (1) OR (A)	VOLUNTEER PARK AMPHITHEATER REPLACEMENT	20,000
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN STREET 235 SEATTLE, WA 98104		PC 509(A) (1) OR (A)	DETECTIVE COOKIE CHESS PARK	25,000
SHORELINE HISTORICAL MUSEUM PO BOX 55594 SHORELINE, WA 98155		PC 509(A) (1) OR (A)	CITY OF SHORELINE HISTORY PUBLICATION	5,000
Total			► 3a	673,000

Form 990PF Part XV Line 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				
THE GARDEN CONSERVANCY PO BOX 608 GARRISON, NY 105240608		PC 509(A) (1) OR (A)	NORTHWEST NETWORK PROGRAM	7,500
UNIVERSITY OF WASHINGTON BOTANIC GARDENS PO BOX 354115 SEATTLE, WA 981954115		PC 509(A) (1) OR (A)	MILLER SEED VAULT, WA RARE CARE & CONSERVATION PROGRAM	34,286
UNIVERSITY OF WASHINGTON SCHOOL OF LAW WILLIAM H GATES HALL BOX 85110 SEATTLE, WA 981451110		PC 509(A) (1) OR (A)	IMMIGRATION LAW CLINIC	16,500
Total			► 3a	673,000

Form 990PF Part XV Line 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				
UNIVERSITY OF WASHINGTON SCHOOL OF LAW WILLIAM H GATES HALL BOX 85110 SEATTLE, WA 981451110		PC 509(A) (1) OR (A)	GENERAL OPERATIONS	5,000
UNIVERSITY OF WASHINGTON PO BOX 354115 SEATTLE, WA 981954115		GOV 170(C) (1)	ELISABETH C MILLER LIBRARY	130,000
WOODLAND PARK ZOO 5500 PHINNEY AVE N SEATTLE, WA 98103		PC 509(A) (1) OR (A)	LIVING NORTHWEST TRAIL LANDSCAPING	25,000
Total			► 3a	673,000

TY 2019 Accounting Fees Schedule

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

EIN: 91-1671814

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,238	1,686		9,552

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

TY 2019 Expenditure Responsibility Statement

Name: PENDLETON AND ELISABETH CAREY MILLER

CHARITABLE FOUNDATION

EIN: 91-1671814

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2017-12-31	384,363	CAPITAL IMPROVEMENT SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST PREMISES	384,363	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	10/15/18		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2017-12-31	91,904	ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS	91,904	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	10/15/18, 12/22/19		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2018-12-31	204,050	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	204,050	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	12/22/19		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2018-12-31	64,841	ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS	56,177	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	12/22/19		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2018-12-31	123,644	CAPITAL IMPROVEMENT SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST PREMISES	123,644	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	12/22/19		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2018-12-31	19,158	SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST LECTURE	19,158	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	12/22/19		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2019-12-31	178,174	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		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	NOT DUE YET		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2019-12-31	66,678	ANNUAL PROGRAM SUPPORT - GREAT PLANT PICKS		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	NOT DUE YET		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2019-12-31	25,962	CAPITAL IMPROVEMENT SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST PREMISES		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	NOT DUE YET		
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	2019-12-31	20,000	SUPPORT FOR THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST LECTURE		TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	NOT DUE YET		

TY 2019 Investments Corporate Bonds Schedule

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION
EIN: 91-1671814

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
46608.72 SHS DODGE & COX INCOME FD	640,095	653,920
6047 SHS SCHWAB U.S. TIPS ETF	332,048	342,442
46976.88 SHS DOUBLELINE TOTL RET BND-I	507,364	499,364
143585.63 SHS VANGUARD TOTAL BOND MARKET INDEX FUND-ADM	1,531,754	1,586,621
16087.64 SHS JPMORGAN MANAGED INCOME - L SHARE CLAS	160,876	161,520
82611.39 SHS PIMCO TOTAL RETURN FD-INST	824,304	854,202

TY 2019 Investments Corporate Stock Schedule**Name:** PENDLETON AND ELISABETH CAREY MILLER

CHARITABLE FOUNDATION

EIN: 91-1671814**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16152.613 SHS FIDELITY 500 INDEX FD-AI	1,495,387	1,809,454
1803 SHS HEALTH CARE SELECT SECTOR	176,449	183,654
2673 SHS INVESCO QQQ TRUST SERIES 1	461,846	568,307
9631 SHS ISHARES TRUST ISHARES ESG MS	636,671	686,883
33956.834 SHS PARNASSUS CORE EQUITY FD-INS	1,381,123	1,599,367
13719.551 SHS PRIMECAP ODYSSEY STOCK FD	320,870	473,187
5704 SHS VANGUARD MID-CAP ETF	894,518	1,016,339
32049.085 SHS CAUSEWAY INTERNATL VAL-INST	469,979	500,607
9316.070 SHS DODGE & COX INTL STOCK FD	354,440	406,181
18444.541 SHS FIDELITY INTERNATIONAL INDEX FUND	806,453	792,337
9495.067 SHS OAKMARK INTERNATIONAL-INST	184,187	236,617
6084 SHS ISHARES MSCI JAPAN ETF	338,111	360,416
6864 SHS ISHARES MSCI ALL COUNTRY ASI	445,317	504,504
1550 SHS ISHARES MSCI CHINA ETF	100,573	99,340
27875 SHS ESG MSCI EM ETF	942,100	1,001,554
9941.972 SHS NEUBERGER BER GR CHINA EQ-IS	121,459	103,794
7531.000 VANECK VECTORS GOLD MINERS ETF	158,024	220,508
90685.179 SHS BLACKSTONE ALT MULTI-STRAT- Y	973,973	960,356
22201.983 SHS CRM LNG/SHRT OPPORT-INST	227,126	232,899
13182.602 SHS DIAMOND HILL LONG/SHORT-Y	350,025	357,249
12301.356 SHS GATEWAY FUND-N	385,082	426,119
11670.672 SHS THE ARBITRAGE FD-I	154,581	155,803
28049.49 SHS TORTOISE MLP & PIPELINE-INST	355,514	349,777
28486 SHS ISHARES GOLD TRUST	360,297	413,047

TY 2019 Other Decreases Schedule

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

EIN: 91-1671814

Description	Amount
PRIOR PERIOD ADJUSTMENT - NO TAX IMPACT	6,468

TY 2019 Other Expenses Schedule

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

EIN: 91-1671814

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES & EQUIPMENT	13	0		13
POSTAGE	110	0		110
WEBSITE EXPENSE	452	0		452
INSURANCE - D&O	1,742	0		1,742
MISCELLANEOUS EXPENSE	35	0		35

TY 2019 Other Professional Fees Schedule

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION

EIN: 91-1671814

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	51,743	52,679		0
TIMBER CONSULTING SERVICES	5,000	5,000		0

TY 2019 TransfersToControlledEntities

Name: PENDLETON AND ELISABETH CAREY MILLER
CHARITABLE FOUNDATION
EIN: 91-1671814

Name	US / Foreign Address	EIN	Description	Amount
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	94-3166819	GRANTS PROVIDED FOR CAPITAL IMPROVEMENTS, GENERAL SUPPORT, MILLER LECTURE AND GREAT PLANT PICKS	290,404
THE ELISABETH CAREY MILLER BOTANICAL GARDEN TRUST	PO BOX 77377 SEATTLE, WA 98177	94-3166819	EXPENSE REIMBURSEMENT	410
Total				290,814