Amended

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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

NO STATUTE ISSUE

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

G Check all that apply [ ] Initial return [ ] Final return [X] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: CARTER FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PO BOX 393

City or town, state, and ZIP code: CHARLESTON, WV 25322

A Employer identification number: 55-0606479

B Telephone number: 304-357-6686

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,743,979.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,484.	6,484.		STATEMENT 2
	4 Dividends and interest from securities	500,968.	500,968.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-752,421.			STATEMENT 1
	b Gross sales price for all assets on line 6a 5,965,722.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	3,930.	3,930.		STATEMENT 4
	12 Total. Add lines 1 through 11	-241,039.	511,382.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,502.	42,927.		7,575.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	6,250.	5,313.		937.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	3,285.	3,285.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	6,943.	6,943.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	66,980.	58,468.		8,512.
	25 Contributions, gifts, grants paid	1,037,099.			1,037,099.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,104,079.	58,468.		1,045,611.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,345,118.			
	b **Net investment income** (if negative, enter -0-)		452,914.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

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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			
2 Savings and temporary cash investments	760,207.	448,386.	448,386.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations STMT 9	1,847,203.	1,396,955.	1,379,036.
b Investments - corporate stock STMT 10	8,802,483.	8,989,469.	7,646,056.
c Investments - corporate bonds STMT 11	3,040,124.	2,270,089.	2,270,501.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	14,450,017.	13,104,899.	11,743,979.
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			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	9,770,321.	9,770,321.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	4,679,696.	3,334,578.	
30 **Total net assets or fund balances**	14,450,017.	13,104,899.	
31 **Total liabilities and net assets/fund balances**	14,450,017.	13,104,899.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,450,017.
2 Enter amount from Part I, line 27a	2	-1,345,118.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,104,899.
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	13,104,899.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	1,577,236.		1,902,042.	-324,806.
b	4,317,004.		4,816,101.	-499,097.
c	71,482.			71,482.
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) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-324,806.
b				-499,097.
c				71,482.
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	-752,421.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 *Enter the appropriate amount in each column for each year, see 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))
2007	799,536.	16,674,113.	.047951
2006	820,065.	16,079,623.	.051000
2005	781,667.	15,723,139.	.049714
2004	762,287.	15,114,573.	.050434
2003	555,161.	14,761,157.	.037610

2 **Total** of line 1, column (d)	2	.236709
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047342
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	11,964,175.
5 Multiply line 4 by line 3	5	566,408.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,529.
7 Add lines 5 and 6	7	570,937.
8 Enter qualifying distributions from Part XII, line 4	8	1,045,611.

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 ▶ [ ] and enter "N/A" on line 1 Date of ruling letter ______ **(attach copy of ruling letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] 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)		1	4,529.
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	4,529.
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	4,529.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 13,044.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	13,044.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,515.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	8,515. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*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?	1c		X
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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WV			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UNITED BANK WEALTH MANAGEMENT Telephone no ▶304-357-6686

Located at ▶PO BOX 393, CHARLESTON, WV ZIP+4 ▶25322

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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 ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)* 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 2008?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | **5b** |

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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 you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | **7b** |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UNITED BANK PO BOX 393 CHARLESTON, WV 25322	TRUSTEE 2.00	50,502.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE FOOTNOTE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	11,455,940.
b	Average of monthly cash balances		1b	690,431.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,146,371.
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	12,146,371.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	182,196.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,964,175.
6	**Minimum investment return** Enter 5% of line 5		6	598,209.

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	598,209.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 4,529.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,529.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	593,680.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	593,680.
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	593,680.

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	1,045,611.
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	1,045,611.
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	4,529.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,041,082.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					593,680.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				0.	
b Total for prior years ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2008					
a From 2003					
b From 2004					
c From 2005	2,555.				
d From 2006	39,404.				
e From 2007					
f Total of lines 3a through e		41,959.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,045,611.					
a Applied to 2007, but not more than line 2a				0.	
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 2008 distributable amount					593,680.
e Remaining amount distributed out of corpus		451,931.			
5 Excess distributions carryover applied to 2008 (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		493,890.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a		493,890.			
10 Analysis of line 9					
a Excess from 2004					
b Excess from 2005	2,555.				
c Excess from 2006	39,404.				
d Excess from 2007					
e Excess from 2008	451,931.				

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 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	1,037,099.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,484.	
4 Dividends and interest from securities			14	500,968.	
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			14	3,930.	
8 Gain or (loss) from sales of assets other than inventory			18	-752,421.	
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.		-241,039.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -241,039.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

United Bank by Lenard Manz 7/12/12 Senior Vice President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 07/12/12	Check if self-employed ☐	Preparer's identifying number P01352251
Firm's name (or yours if self-employed), address, and ZIP code	HESS, STEWART & CAMPBELL, PLLC 252 GEORGE STREET BECKLEY, WV 25801	EIN	Phone no (304) 255-1978

823622
01-02-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,577,236.	1,902,042.	0.	0.	-324,806.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENT				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,317,004.	4,816,101.	0.	0.	-499,097.

CAPITAL GAINS DIVIDENDS FROM PART IV	71,482.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-752,421.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
UNB LIQUID ASSET FUND	6,484.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,484.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM SECURITIES	371,337.	71,482.	299,855.
INTEREST INCOME FROM SECURITIES	201,113.	0.	201,113.
TOTAL TO FM 990-PF, PART I, LN 4	572,450.	71,482.	500,968.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	217.	217.	
TYCO INTL LTD PROCEEDS FOR TYCO SECURITIES LITIGATION NET SETTLEMENT FUND	1,434.	1,434.	
MISCELLANEOUS	2,279.	2,279.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,930.	3,930.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HESS STEWART & CAMPBELL, PLLC	6,250.	5,313.		937.
TO FORM 990-PF, PG 1, LN 16B	6,250.	5,313.		937.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX WITHHOLDING AT SOURCE	3,285.	3,285.		0.
TO FORM 990-PF, PG 1, LN 18	3,285.	3,285.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - FEDERATED INVESTORS	6,943.	6,943.		0.
TO FORM 990-PF, PG 1, LN 23	6,943.	6,943.		0.

FOOTNOTES STATEMENT 8

THE CARTER FAMILY FOUNDATION OPERATES AS A PRIVATE FOUNDATION WITH THE PRINCIPAL CHARITABLE ACTIVITY OF CONTRIBUTING THE MINIMUM INVESTMENT DETERMINED IN PART IX OF THE FORM 990-PF TO CHARITABLE ORGANIZATIONS QUALIFYING UNDER CODE SECTION 501 (C)(3). THE FOUNDATION HAS ALSO BEEN ESTABLISHED TO PROVIDE SCHOLARSHIPS AND STUDENT LOANS TO INDIVIDUALS WILLING TO CONTINUE THEIR EDUCATION AND TEACHING PROFESSION WITHIN THE STATE OF WEST VIRGINIA.

AS THE RESULT OF AN INTERNAL REVENUE SERVICE EXAMINATION ON FORM 990-PF, RETURN OF PRIVATE FOUNDATION, IT WAS DETERMINED THAT 15 PERCENT (15%) OF THE TIME WAS SPENT FOR CHARITABLE PURPOSES, ADN THE PRIVATE FOUNDATION WILL CONTINUE TO USE THESE PERCENTAGES UNLESS A MATERIAL CHANGE OCCURS IN THE FUTURE.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BOND 1.875%	X		247,508.	242,598.
US TREASURY BOND 1.375%	X		149,863.	149,871.
FFCB CALLABLE 4.125%	X		249,564.	241,563.
FHLB 2.25%	X		250,004.	250,313.
FHLB 2.75%	X		250,008.	246,408.
FHLB 4.25%	X		250,008.	248,283.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,396,955.	1,379,036.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,396,955.	1,379,036.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANKAMERICA CORP	121,518.	59,743.
CHEVRON CORPORATION	123,589.	117,859.
DOMINION RES INC VA NEW	59,223.	54,541.
DOW CHEMICAL COMPANY	130,672.	41,157.
EXXON MOBILE CORP	36,495.	39,359.
JOHNSON & JOHNSON	154,795.	145,749.
ARTIO INTERN	494,544.	388,045.
MICROSOFT CORP	94,659.	76,064.
PROCTER & GAMBLE CO	38,792.	41,902.
PROGRESS ENERGY INC	50,014.	43,126.
REYNOLDS AMERICAN INC.	35,238.	37,577.
SSGA EMERGING MARKET FUND #235	450,006.	364,437.
UNITED BANKSHARES INC WV	464,355.	620,434.
VANGUARD INFO TECH VIPERS	200,007.	194,931.
VERIZON COMMUNICATIONS	107,187.	79,499.
XL CAPITAL LTD	40,730.	6,303.
AEGON NV 6.375% QUARTERLY	43,752.	25,375.
ALPHA HEDGED STRATEGIES FUND #1111	399,980.	291,224.
ALTRIA GROUP	42,338.	32,370.
BP AMOCO	83,432.	64,130.
ENI SPAS	82,088.	62,818.
FRANCE TELECOM SA	39,373.	31,022.
PIMCO ALL ASSET FUND INST SHRS #34	800,000.	681,412.
SOUTHERN CO. COM	69,513.	62,943.
WINDSTREAM CORP	54,912.	32,019.
BECTON DICKINSON & CO	154,905.	126,932.

UNILEVER NEW YORK	149,221.	107,117.
FORWARD INTL SMALL COMPANY	250,014.	152,968.
HARBOR INTL FUND	350,014.	280,460.
KIMBERLY CLARK	72,261.	59,298.
WEATHORFORD INTL	72,652.	31,100.
COCA COLA	160,876.	143,874.
VODAPHONE GR	64,695.	48,199.
AT&T INC.	92,746.	65,478.
BRISTOL MYERS SQUIBB	88,876.	64,017.
INTEL CORP	74,881.	48,078.
RAYTHON CO	117,277.	79,974.
XTO ENERGY	141,364.	86,959.
NABORS IND LTD	111,774.	50,635.
DUKE ENERGY	62,512.	47,709.
KRAFT FOODS	82,673.	64,870.
PHILLIP MORRIS	54,456.	48,636.
ABBOTT LABORATORIES	60,837.	52,591.
ROYCE TOTAL RETURN FUND	338,107.	317,989.
AGL RES INC	23,311.	24,359.
UNILEVER PLC AMER	60,692.	58,985.
ENTERGY CORP	44,058.	45,892.
BARON GROWTH & INCOME FUND	121,000.	119,749.
AMERICAN FUNDS GROWTH	330,014.	322,017.
HOME PPTYS N Y INC	44,252.	45,183.
MANNING & NAPIER WORLD OPPORTUNITY	275,007.	270,030.
SENSIENT TECHNOLOGY	44,123.	41,416.
ONEOK INC	61,368.	57,948.
CONAGRA FOODS INC	28,690.	28,361.
MERCK & CO INC	26,985.	26,226.
DIAGEO PLC	40,499.	43,224.
GLAXOSMITHKINE	74,702.	57,039.
CONOCOPHILLIPS	22,657.	20,567.
BCE INC	30,327.	32,849.
MCDONALDS CORP	41,898.	42,715.
SCANA CORP	24,665.	20,976.
CENTURYTEL INC	28,489.	24,560.
VAN KAMPEN ARDOUR GL	42,542.	24,400.
VAUGHN NELSON	308,407.	301,702.
ELI LILLY COMPANY	52,303.	50,782.
FEDERATED KAUFMANN FUND	148,100.	120,769.
VANGUARD	350,000.	349,712.
ROYAL DUTCH PETE	48,027.	45,672.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,989,469.	7,646,056.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER-BUSCH INC 4.625% 02/01/2015	101,473.	96,782.
BANK OF AMERICA CORP 5.125% 11/15/2014	102,452.	94,016.
BEAR STEARNS CO 3.715% 01/10/14	50,001.	44,672.
CELCO POWER LLC 6.05 6/1/12	200,003.	200,234.
CR SUISSE FST BOSTON 6.125% 11/15/11	199,622.	214,128.
GENERAL ELECTRIC CAP 5.875% 02/15/2012	300,255.	313,347.
GOLDMAN SACHS 7.35% 10/01/09	98,958.	101,535.
HEINZ HJ CO 6.00% 3/15/08	81,019.	63,510.
HOUSEHOLD FINANCE CORP 6.375 8/1/10	100,203.	101,877.
MERRILL LYNCH & CO 3.41% 2/3/14	25,000.	18,571.
MORGAN STANLEY 4.25% 05/15/2010	100,145.	101,135.
WALMART 4.55% 05/01/13	100,877.	104,786.
GENERAL ELECTRIC CAP 5% 02/18/11	63,962.	61,813.
HSBC FINANCE CORP	100,002.	97,598.
PEPSICO CORP 5% 6/1/18	99,690.	102,782.
BERKSHIRE HATHAWAY	101,554.	104,081.
GE CAP 10/15	100,002.	98,041.
OCCIDENTAL PETROLEUM 4.125%	99,251.	98,348.
CISCO SYSTEMS 5.5%	101,630.	105,939.
GENERAL ELECTRIC 5.25%	143,990.	147,306.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,270,089.	2,270,501.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARIA MILLER, UNITED BANK WEALTH MANAGEMENT
PO BOX 393
CHARLESTON, WV 25322

TELEPHONE NUMBER

304-357-6686

FORM AND CONTENT OF APPLICATIONS

LETTER AND RESUME.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIORITY TO RALEIGH COUNTY RESIDENTS EVIDENCE OF DESIRE TO BECOME QUALIFIED IN A SELECTED AREA EDUCATIONAL PURSUIT & PERFORM THOSE SKILLS FOR A PERIOD OF TIME IN THE LOCAL COMMUNITY.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALDERSON-BROADDUS COLLEGE			25,000.
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC.			1,000.
AMERICAN FOUNDATION FOR THE BLIND			1,000.
AMERICAN HEART ASSOCIATION			1,000.
AMERICAN INDIAN COLLEGE FUND			1,000.
AMERICAN KIDNEY FUND			1,000.
AMERICAN LUNG ASSOCIATION			1,000.
AMERICAN RED CROSS OPERATING FUND			2,500.
APPALACHIAN BIBLE COLLEGE			166,623.
APPALACHIAN LEADERSHIP & EDUCATION FOUNDAITION			5,000.
ARTHRITIS FOUNDATION WV CHAPTER			1,000.

BBBS OF GREATER KANAWHA/PUTNAM AREA	1,000.
BECKLEY AREA FOUNDATION	20,169.
BECKLEY CONCERT ASSOCIATION	2,000.
BECKLEY PRESBYTERIAN CHURCH	5,000.
BLACK DIAMOND GIRL SCOUTS	1,000.
BOY SCOUTS OF AMERICA	1,000.
CARE, INC.	2,000.
CITIZENS SCHOLARSHIP FUND OF BECKLEY, INC	3,000.
CONCORD UNIVERSITY	25,000.
COVENANT HOUSE	1,000.
CYSIC FIBROSIS FOUNDATION	1,000.
DEAFNESS RESEARCH FOUNDATION	1,000.

EDUCATION ALLIANCE	5,000.
EPILEPSY FOUNDATION OF WV	2,000.
FELLOWSHIP OF CHRISTIAN ATHLETES	5,000.
FIRST BAPTIST CHURCH	130,000.
GIDEON'S INTERNATIONAL	3,000.
GREATER BECKLEY CHRISTIAN SCHOOL	1,000.
GUIDE DOG FOUNDATION FOR THE BLIND	1,000.
HOSPICE OF SOUTHERN WV INC.	88,000.
JUVENILE DIABETES RESEARCH FOUNDATION	1,000.
LEUKEMIA & LYMPHOMA SOCIETY	1,000.
LIONS SIGHT FOUNDATION OF WV	2,000.
MAKE A WISH FOUNDATION OF SOUTHERN WV	3,400.
MARCH OF DIMES BIRTH DEFECTS	1,000.

MOUNTAIN STATE UNIVERSITY	25,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	1,000.
NATIONAL OSTEOPOROSIS FOUNDATION	1,000.
PEALRL S. BUCK INTERNATIONAL	1,000.
RALEIGH COUNTY HISTORICAL SOCIETY	1,000.
RALEIGH COUNTY HUMANE SOCIETY	1,000.
RALEIGH COUNTY PUBLIC LIBRARY	1,000.
RALEIGH COUNTY SHELTERED WORKSHOP	3,000.
SALVATION ARMY BECKLEY UNIT	16,001.
SHRINERS HOSPITAL FOR CRIPPLED CHILDREN	5,000.
SHEPHERD CENTER INC.	1,000.
SHIRINERS HOSPITAL	5,000.

SOLDIERS MEMORIAL THEATRE	2,000.
SOUTHERN WV COMMUNITY & TECHNICAL COLLEGE	15,000.
SOUTHERN WV FELLOWSHIP HOME	1,000.
ST. FRANCIS DE SALES CATHOLIC SCHOOL	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL	1,000.
THEATRE WEST VIRGINIA	27,000.
UNITED METHODIST TEMPLE	20,000.
UNITED NEGRO COLLEGE FUND	1,000.
UNITED WAY OF SOUTHERN WV INC	3,000.
WEST VIRGINIA WESLEYAN	25,000.
WOMENS' RESOURCE CENTER	3,000.
WORLD VISION	3,000.
WSWP TV, CHANNEL NINE	2,500.

WV DANCE COMPANY	12,000.
WWHS ALUMNI SCHOLARSHIP FUND	3,000.
WYCLIFFE BIBLE TRANSLATORS	2,000.
YMCA OF BECKLEY	8,000.
YOUTH MUSEUM OF SWV	3,000.
BECKLEY RALEIGH COUNTY CONVENTION CENTER	274,617.
SOPHIA BOY SCOUT CABIN COMMITTEE	10,000.
BECKLEY ART GROUP	18,439.
FISHES & LOAVES	20,000.
AMERICAN RED CROSS DISASTER RELIEF	2,500.
PREVENT CANCER FOUNDATION	1,000.
PAX REGIONAL COMMUNITY CENTER	4,350.
TOTAL TO FORM 990-PF, PART XV, LINE 3A	1,037,099.

Explanation of Changes Regarding Amended Return

Address Change- Address, contact name and phone number have changed since the filing of the original return.

Parts X and XI- Amounts were incorrectly omitted from original return. This has no effect on the tax calculated but does impact carryforward distribution amount.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
	CARTER FAMILY FOUNDATION	55-0606479
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 393	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHARLESTON, WV 25322	

Check type of return to be filed (File a separate application for each return).

- [ ] Form 990
- [ ] Form 990-EZ
- [ ] Form 990-T (sec 401(a) or 408(a) trust)
- [ ] Form 1041-A
- [ ] Form 5227
- [ ] Form 8870
- [ ] Form 990-BL
- [X] Form 990-PF
- [ ] Form 990-T (trust other than above)
- [ ] Form 4720
- [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- *The books are in the care of* ▶ UNITED BANK WEALTH MANAGEMENT PO BOX 393 - CHARLESTON, WV 25322

Telephone No ▶ 304-357-6686 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2010 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2008 , and ending JUN 30, 2009 .

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL INFORMATION NEEDED TO FILE AN ACCURATE RETURN HAS NOT BEEN RECEIVED. THEREFORE, WE RESPECTFULLY REQUEST AN ADDITIONAL NINETY DAYS.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 4,529.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 13,044.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

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05-26-09