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

828

1006

2009

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

For calendar year 2009, or tax year beginning 7/01, 2009, and ending 6/30, 2010

G Check all that apply Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

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

ROBERT S. CARTER FOUNDATION, INC.
2180 SOUTH 1300 EAST, SUITE 330
SALT LAKE CITY, UT 84106

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 581,374.** J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
87-0289003
B Telephone number (see the instructions)
801-355-5113
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 ►

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments ..	86.	86.		
	4 Dividends and interest from securities ..	11,399.	11,399.		
	5a Gross rents.				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	15,904.			
	b Gross sales price for all assets on line 6a	114,956.			
	7 Capital gain net income (from Part IV, line 2)		15,904.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	27,389.	27,389.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 1	6,050.	6,050.		6,050.
	17 Interest				
	18 Taxes (attach schedule) See Stm 2	114.			114.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	2,611.	2,611.		2,611.
	24 Total operating and administrative expenses (Add lines 13 through 23)	8,775.	8,661.		8,775.
	25 Contributions, gifts, grants paid Part XV	33,000.			33,000.
26 Total expenses and disbursements. Add lines 24 and 25	41,775.	8,661.	0.	41,775.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-14,386.				
b Net investment income (if negative, enter -0-)		18,728.			
c Adjusted net income (if negative, enter -0-)			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
ASSETS	1	Cash – non-interest-bearing	6,199.	3,185.
	2	Savings and temporary cash investments	54,631.	37,085.
	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 the instructions)		
	7	Other notes and loans receivable (attach sch)		
		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)		
	c	Investments – corporate bonds (attach schedule)		
	11	Investments – land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach schedule)		
	12	Investments – mortgage loans		
	13	Investments – other (attach schedule)	468,640.	474,814.
	14	Land, buildings, and equipment: basis		541,104.
		Less: accumulated depreciation (attach schedule)		
	15	Other assets (describe		
	16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	529,470.	515,084.
LIABILITIES	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & 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 FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input type="checkbox"/>
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			<input checked="" type="checkbox"/>
	27	Capital stock, trust principal, or current funds	529,470.	515,084.
	28	Paid-in or capital surplus, or land, building, and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see the instructions)	529,470.	515,084.
	31	Total liabilities and net assets/fund balances (see the instructions)	529,470.	515,084.

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	529,470.
2	Enter amount from Part I, line 27a	2	-14,386.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	515,084.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	515,084.

Part IV Capital Gains and Losses ... 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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 5				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	15,904.
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 the instructions). If (loss), enter -0- in Part I, line 8			3	-721.

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	44,066.	550,849.	0.079997
2007	192,881.	779,959.	0.247296
2006	31,465.	549,654.	0.057245
2005	30,837.	467,220.	0.066001
2004	24,492.	553,610.	0.044241

2 Total of line 1, column (d)	2	0.494780
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.098956
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	574,738.
5 Multiply line 4 by line 3	5	56,874.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	187.
7 Add lines 5 and 6	7	57,061.
8 Enter qualifying distributions from Part XII, line 4	8	41,775.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	375.
b Date of ruling or determination letter. (attach copy of letter if necessary - see instr.)	2	0.
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	3	375.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) ..	5	375.
3 Add lines 1 and 2.		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- ..		
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	3,078.
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	3,078.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,703.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 2,703. Refunded	11	0.

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1a		X

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

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

4a	X
----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4b	N/A
----	-----

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

5	X
---	---

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

N/A	
-----	--

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

See Statement 6

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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

10	X
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Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
14	Telephone no. ► 801-930-9780	
15	ZIP + 4 ► 84124	
	N/A	N/A

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)

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► ROBERTA CARTER Located at ► 3790 EVELYN DRIVE SALT LAKE CITY UT

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

	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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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
1b 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	N/A	
1c 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 2009?	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))		
2a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		
2b 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 the instructions.)	N/A	
2c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
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 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2009?	4b X	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here 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?

If 'Yes' to 6b, file Form 8870

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

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

5b **N/A**6b **X**7b **N/A****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
ROBERTA CARTER 3790 EVELYN DRIVE SALT LAKECITY, UT 84124	PRESIDENT 0	0.	0.	0.
THOMAS A. CARTER 1761 MICHIGAN AVE. SALT LAKE CITY, UT 84108	VICE PRESIDE 0	0.	0.	0.
WILLIAM CARTER 2640 MONOS ST. #386 LOS ANGELES, CA 90127	SECRETARY/TR 0	0.	0.	0.
-----	-----	-----	-----	-----

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

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

Total number of other employees paid over \$50,000

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
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	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3		0.

BAA

Form 990-PF (2009)

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	543,486.
b Average of monthly cash balances	1b	40,004.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	583,490.
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	583,490.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,752.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	574,738.
6 Minimum investment return. Enter 5% of line 5	6	28,737.

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	28,737.
2a Tax on investment income for 2009 from Part VI, line 5	2a	375.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	375.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	28,362.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	28,362.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,362.

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	41,775.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	41,775.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,775.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				28,362.
2 Undistributed income, if any, as of the end of 2009:			0.	
a Enter amount for 2008 only		0.		
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	7,868.			
c From 2006	7,272.			
d From 2007	159,077.			
e From 2008	16,831.			
f Total of lines 3a through e	191,048.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 41,775.			0.	
a Applied to 2008, 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 2009 distributable amount			28,362.	
e Remaining amount distributed out of corpus	13,413.			
5 Excess distributions carryover applied to 2009 (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:	204,461.			
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 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	204,461.			
10 Analysis of line 9:				
a Excess from 2005	7,868.			
b Excess from 2006	7,272.			
c Excess from 2007	159,077.			
d Excess from 2008	16,831.			
e Excess from 2009	13,413.			

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Form 990-PF (2009)

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

N/A

Part XV **Supplementary Information** (Complete this part only if the organization 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))

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 7

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

See Statement for Line 2a

• Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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)				
<i>a Paid during the year</i>				
See Statement 8				
Total				► 3a 33,000
<i>b Approved for future payment</i>				
Total				► 3b
BAA	TEEA0501L 07/06/09			Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	86.	
4 Dividends and interest from securities			14	11,399.	
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					15,904.
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)				11,485.	15,904.
13 Total. Add line 12, columns (b), (d), and (e)					27,389.

(See worksheet in the instructions for line 13 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) (See the instructions)
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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 .
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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		

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

Signature of officer or trustee		Date	Title		
Paid Preparer's Use Only		SCOTT H. MURRI MURRI, HULME & BARTON, LLC 2180 S 1300 E STE 330 SALT LAKE CITY, UT 84106-7807	9-13-10	Check if self-employed <input type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs) P00166235
Firm's name (or yours if self-employed), address, and ZIP code		EIN 27-1438213	Phone no 801-355-5113		

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ROBERT S. CARTER FOUNDATION, INC.

87-0289003

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Statement 1
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	\$ 6,050.	\$ 6,050.	\$ 0.	\$ 6,050.
Total	<u>\$ 6,050.</u>	<u>\$ 6,050.</u>	<u>\$ 0.</u>	<u>\$ 6,050.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax withholding	\$ 114.	\$ 0.	\$ 0.	\$ 114.
Total	<u>\$ 114.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 114.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 14.	\$ 14.	\$ 14.	\$ 14.
Broker Fees	2,597.	2,597.	0.	2,597.
Total	<u>\$ 2,611.</u>	<u>\$ 2,611.</u>	<u>\$ 0.</u>	<u>\$ 2,611.</u>

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
1300 SHS GENERAL ELECTRIC	Cost	\$ 7,093.	\$ 18,746.
150 SHS INTERNATIONAL BUSINESS MACHINE	Cost	3,799.	18,522.
2000 SHS WELLS FARGO	Cost	25,194.	51,200.
4556.3649 SHS TEMPLETON GLOBAL BOND FUND	Cost	52,671.	58,686.
200 SHS NESTLE S.A. REGISTERED SHARES	Cost	8,864.	9,648.
200 SHS PEPSICO INC	Cost	14,539.	12,190.
200 SHS PROCTOR & GAMBLE CO	Cost	14,034.	11,996.
150 SHS GILEAD SCIENCES INC	Cost	6,159.	5,142.
200 SHS QUEST DIAGNOSTICS INC	Cost	11,622.	9,954.
297 SHS AMPHENOL CORP	Cost	11,818.	11,666.
150 SHS APPLE INC	Cost	26,647.	37,730.
700 SHS CISCO SYSTEMS INC	Cost	23,225.	14,917.
600 SHS INTEL CORP	Cost	15,467.	11,670.

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ROBERT S. CARTER FOUNDATION, INC.

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Statement 4 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

		Valuation Method	Book Value	Fair Market Value
Other Investments				
300	SHS ISHARES INC MSCI PACIFIC	Cost	\$ 16,476.	\$ 10,722.
800	SHS ISHARES S&P LATIN AMERICA 40	Cost	15,550.	33,136.
450	SHS TR MSCI EMERGING MARKETS INDEX	Cost	22,401.	16,794.
200	SHS IPATH DOW JONES-AIG COMMODITY	Cost	13,116.	7,528.
2000	SHS ISHARES COMEX GOLD TRUST	Cost	17,184.	24,340.
175	SHS COCA COLA CO	Cost	7,950.	8,771.
100	SHS PETROLEO BRASILEIRO SA	Cost	3,756.	3,432.
150	SHS MEDCO HEALTH SOLUTIONS INC	Cost	6,450.	8,262.
50	SHS FIRST SOLAR INC	Cost	9,408.	5,692.
32	SHS GOOGLE INC	Cost	10,456.	14,238.
200	SHS ISHARES TR S & P GLOBAL TECH	Cost	9,044.	9,946.
150	SHS VISA INC CLASS A	Cost	8,370.	10,613.
170	SHS ISHARES RUSSELL 2000 GROWTH	Cost	8,292.	11,317.
250	SHS CREE, INC	Cost	16,146.	15,008.
80	SHS XILINX, INC	Cost	1,877.	2,021.
400	SHS VERIZON COMMUNICATIONS	Cost	12,615.	11,208.
812	SHS FIRST TR/FIDUCIARY ASSET MGMT	Cost	9,457.	8,242.
633	SHS MERGER FD SH BEN INT	Cost	10,000.	9,867.
120	SHS AVALONBAY CMNTUS INC	Cost	9,580.	11,204.
900	SHS HCP INC	Cost	27,604.	29,025.
300	SHS PLUM CREEK TIMBER	Cost	11,052.	10,359.
150	SHS NEXTERA ENERGY INC	Cost	6,898.	7,312.
Total \$ 474,814. \$ 541,104.				

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	160 SHS APACHE CORP	Purchased	4/04/2008	10/01/2009				
2	100 SHS GENERAL ELECTRIC	Purchased	4/23/1990	3/18/2010				
3	250 SHS GENERAL ELECTRIC	Purchased	4/23/1990	3/23/2010				
4	100 SHS GENERAL ELECTRIC	Purchased	4/23/1990	4/15/2010				
5	100 SHS GENZYME CORP	Purchased	1/28/2009	11/02/2009				
6	150 SHS GILEAD SCIENCES INC	Purchased	9/27/2007	12/03/2009				
7	773.395 SHS HUSSMAN STRATEGIC GROWTH FUND	Purchased	5/29/2009	1/22/2010				
8	100 SHS INTERNATIONAL BUSINESS MACHS CORP	Purchased	7/12/1995	10/23/2009				
9	50 SHS INTERNATIONAL BUSINESS MACHS CORP	Purchased	7/12/1995	12/08/2009				
10	200 SHS ISHARES S&P LATIN AMERICA	Purchased	6/20/2005	12/08/2009				
11	150 SHS MONSANTO CO NEW	Purchased	2/19/2008	6/16/2010				
12	50 SHS NESTLE S.A. REGISTERED SHARES - ADR	Purchased	9/27/2007	12/08/2009				
13	2364.066 SHS TEMPLETON GOLBAL BOND FD-ADV #616	Purchased	9/27/2007	1/04/2010				
14	CALL WRITE OPTION FHUKD CALL	Purchased	10/08/2009	10/08/2009				
	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. 12/31/69	(k) Bas. (i) - (j)	(l) Excess Gain (Loss)
1	14,831.		18,985.	-4,154.				\$ -4,154.

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ROBERT S. CARTER FOUNDATION, INC.

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Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
2	1,724.		546.	1,178.				\$ 1,178.
3	4,532.		1,364.	3,168.				3,168.
4	1,889.		546.	1,343.				1,343.
5	5,157.		6,996.	-1,839.				-1,839.
6	6,902.		6,159.	743.				743.
7	9,838.		10,000.	-162.				-162.
8	12,323.		2,533.	9,790.				9,790.
9	6,420.		1,266.	5,154.				5,154.
10	9,902.		3,887.	6,015.				6,015.
11	7,665.		17,226.	-9,561.				-9,561.
12	2,493.		2,216.	277.				277.
13	30,000.		27,328.	2,672.				2,672.
14	1,280.		0.	1,280.				1,280.
								Total \$ 15,904.

Statement 6
Form 990-PF, Part VII-A, Line 8b
Copies of Form 990-PF to State Officials

NO FILING REQUIREMENT

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: FOUNDATION GRANT PROGRAM
 Name: ROBERTA CARTER
 Care Of: ROBERT S. CARTER FOUNDATION, INC.
 Street Address: 3790 EVELYN DRIVE
 City, State, Zip Code: SALT LAKE CITY, UT 84124
 Telephone: 801-930-9780
 Form and Content: PROVIDE ALL INFORMATION ON APPLICATION
 Submission Deadlines: NONE
 Restrictions on Awards: NONE

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ROBERT S. CARTER FOUNDATION, INC.

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Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
NATURE CONSERVANCY 559 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE	501C3	DONATION	\$ 5,000.
UTAH OPEN LANDS CONSERVATION ASSOC 2188 SOUTH HIGHLAND DRIVE STE 203 SALT LAKE CITY, UT 84106	NONE	501C3	DONATION	1,500.
UTAH FOOD BANK SERVICES 1035 SOUTH 700 WEST SALT LAKE CITY, UT 84104	NONE	501C3	DONATION	1,000.
SPECIAL OLYMPICS UTAH 243 EAST 400 SOUTH STE 111 SALT LAKE CITY, UT 84111	NONE	501C3	DONATION	500.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD SALT LAKE CITY, UT 84741	NONE	501C3	DONATION	400.
UTAH SYMPHONY & OPERA 123 SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE	501C3	DONATION	1,000.
BOYS & GIRLS CLUBS OF GREATER SALT LAKE 669 SOUTH 200 EAST STE 100 SALT LAKE CITY, UT 84111	NONE	501C3	DONATION	500.
SALVATION ARMY PO BOX 70508 SALT LAKE CITY, UT 84170	NONE	501C3	DONATION	500.
THE ROAD HOME / SL COMMUNITY SHELTER 210 SOUTH RIO GRANDE STREET SALT LAKE CITY, UT 84101	NONE	501C3	DONATION	500.
TANNER HUMANITIES CENTER 380 SOUTH 1400 EAST CARLSON HALL SALT LAKE CITY, UT 84112	NONE	501C3	DONATION	1,000.
SPY HOP PRODUCTIONS 511 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE	501C3	DONATION	500.
CROSSROADS URBAN CENTER 347 SOUTH 400 EAST SALT LAKE CITY, UT 84111	NONE	501C3	DONATION	500.

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ROBERT S. CARTER FOUNDATION, INC.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
JOHN A MORAN EYE CENTER - DEV OFFICE 50 NORTH MEDICAL DRIVE SALT LAKE CITY, UT 84132	NONE	501C3	DONATION	\$ 1,000.
RED BUTTE GARDEN & ARBORETUM 300 WAKARA WAY SALT LAKE CITY, UT 84108	NONE	501C3	DONATION	8,000.
NEIGHBORHOOD HOUSE 1050 WEST 500 SOUTH SALT LAKE CITY, UT 84104	NONE	501C3	DONATION	500.
SPLORE 880 EAST 3375 SOUTH SALT LAKE CITY, UT 84106	NONE	501C3	DONATION	250.
UTAHNS AGAINST HUNGER 455 EAST 400 SOUTH STE 407 SALT LAKE CITY, UT 84111	NONE	501C3	DONATION	500.
THE ASSISTANCE LEAGUE - OPERATION SCHOOL 2060 EAST 3300 SOUTH SALT LAKE CITY, UT 84109	NONE	501C3	DONATION	500.
UTAH MUSEUM OF FINE ARTS 410 CAMPUS CENTER DRIVE SALT LAKE CITY, UT 84102	NONE	501C3	DONATION	500.
ERDC EDUC RESOURCE DEVELOPMENT COUNCIL 540 ARAPEEN DRIVE SALT LAKE CITY, UT 84108	NONE	501C3	DONATION	1,500.
HABITAT FOR HUMANITY SALT LAKE VALLEY 716 EAST 4500 SOUTH STE N260 SALT LAKE CITY, UT 84107	NONE	501C3	DONATION	500.
COLLEGE OF ARCHITECTURE & PLANNING 375 SOUTH 1530 EAST STE 235 SALT LAKE CITY, UT 84112	NONE	501C3	DONATION	1,000.
HUNTSMAN CANCER INST 2000 CIRCLE OF HOPE SALT LAKE CITY, UT 84112	NONE	501C3	DONATION	2,000.