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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>UD CARSON FAM CHARITABLE TRUST</b>		<b>A</b> Employer identification number <b>13-6957038</b>						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(888) 866-3275</b>						
City or town, state, and ZIP code <b>PROVIDENCE, RI 02901-1802</b>								
<b>G</b> Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>6,549,798.</b>								
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions) )	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .	48,003,468.			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
<b>4</b> Dividends and interest from securities . . . . .	100,931.	100,931.		STMT 1
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	10,429,893.			
<b>b</b> Gross sales price for all assets on line 6a . . . . .	26,740,718.			
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		10,429,893.		
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less: Cost of goods sold . . . . .				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .		74,210.		STMT 2
<b>12</b> Total. Add lines 1 through 11 . . . . .	58,534,292.	10,605,034.		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	35,764.	21,458.		14,305.
<b>14</b> Other employee salaries and wages . . . . .	101,613.			101,613.
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach schedule) . . . . .				
<b>c</b> Other professional fees (attach schedule) . . . . .				
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) STMT. 3 . . . . .	5,634.	3,334.		
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) STMT. 4 . . . . .	271.	19,962.		271.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23 . . . . .	143,284.	44,754.		116,191.
<b>25</b> Contributions, gifts, grants paid . . . . .	21,857,123.			21,857,123.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25 . . . . .	22,000,407.	44,754.		21,973,314.
<b>27</b> Subtract line 26 from line 12 . . . . .	36,533,885.			
<b>a</b> Excess of revenue over expenses and disbursements . . . . .				
<b>b</b> Net investment income (if negative, enter -0-) . . . . .		10,560,280.		
<b>c</b> Adjusted net income (if negative, enter -0-) . . . . .				

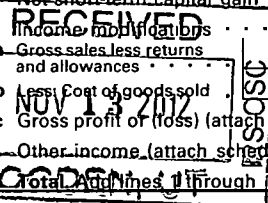
For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		972,547.	83,061.	83,061.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .	1,411,976.	5,837,618.	5,966,519.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . .	551,240.	551,240.	500,218.	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶) . . . . .	1,534,223.	NONE	NONE	
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,469,986.	6,471,919.	6,549,798.	
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶) . . . . .				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	1,523,787.	6,471,919.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	2,946,199.		STMT 5	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,469,986.	6,471,919.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,469,986.	6,471,919.			

## 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	4,469,986.
2	Enter amount from Part I, line 27a . . . . .	2	36,533,885.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,423,665.
4	Add lines 1, 2, and 3 . . . . .	4	42,427,536.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	35,955,617.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,471,919.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 26,675,866.		16,310,811.	10,365,055.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			10,365,055.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	10,429,893.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	24,839,576.	92,871,820.	0.267461
2009	28,034,739.	13,940,578.	2.011017
2008	32,179,483.	24,181,808.	1.330731
2007	35,322,998.	40,076,401.	0.881391
2006	26,986,739.	53,863,890.	0.501017
<b>2 Total of line 1, column (d)</b>			<b>2</b> 4.991617
<b>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</b>			<b>3</b> 0.998323
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			<b>4</b> 17,864,858.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 17,834,899.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 105,603.
<b>7 Add lines 5 and 6</b>			<b>7</b> 17,940,502.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 21,973,314.

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)**

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	105,603.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
<b>3</b> Add lines 1 and 2 . . . . .	3	105,603.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	105,603.
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	30,717.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	340,783.
<b>d</b> Backup withholding erroneously withheld . . . . .	6d	
<b>7</b> Total credits and payments Add lines 6a through 6d . . . . .	7	371,500.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	265,897.
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 105,604. Refunded <input type="checkbox"/> . . . . .	11	160,293.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
<b>2</b> 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		X
<b>3</b> 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 . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> 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? . . . . .	X	
<b>7</b> 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	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
<b>b</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 . . . . .	X	
<b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>U.S. TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u> Located at <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP + 4 <u>02901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years <u></u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 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 2011.)		
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 2011?		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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		35,764.	-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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2011)

**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		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2011)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,684,956.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,451,956.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	18,136,912.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	18,136,912.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	272,054.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,864,858.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	893,243.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	893,243.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	105,603.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	105,603.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	787,640.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	787,640.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	787,640.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	21,973,314.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	21,973,314.
<b>5</b>	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)	<b>5</b>	105,603.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	21,867,711.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				787,640.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . . 24,979,093.				
<b>b</b> From 2007 . . . . . NONE				
<b>c</b> From 2008 . . . . . 31,367,613.				
<b>d</b> From 2009 . . . . . 27,322,626.				
<b>e</b> From 2010 . . . . . 24,467,703.				
<b>f</b> Total of lines 3a through e . . . . .	108,137,035.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4. ► \$ 21,973,314.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				787,640.
<b>e</b> Remaining amount distributed out of corpus . . . . .	21,185,674.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	129,322,709.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	24,979,093.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	104,343,616.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . . NONE				
<b>b</b> Excess from 2008 . . . . . 31,367,613.				
<b>c</b> Excess from 2009 . . . . . 27,322,626.				
<b>d</b> Excess from 2010 . . . . . 24,467,703.				
<b>e</b> Excess from 2011 . . . . . 21,185,674.				

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

NOT APPLICABLE

**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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

RUSSELL L CARSON

JUDITH M CARSON

**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.

N/A

**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:

**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	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)				
<b>a Paid during the year</b>  SEE STATEMENT 9				
<b>Total</b> . . . . .			▶ <b>3a</b>	21,857,123.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations )

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

JSA  
1E1492 1 000



Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

UD CARSON FAM CHARITABLE TRUST

13-6957038

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
UD CARSON FAM CHARITABLE TRUST

Employer identification number  
13-6957038

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RUSSELL CARSON	\$ 48,003,468	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

• 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).

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions Employer identification number (EIN) or	
	UD CARSON FAM CHARITABLE TRUST		<input checked="" type="checkbox"/> <b>X</b>	13-6957038
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
	BANK OF AMERICA N.A. PO BOX 1802			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	PROVIDENCE, RI 02901-1802			

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**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 **U.S. TRUST FIDUCIARY TAX SERVICES**.  
Telephone No. **(888) 866-3275** FAX No. **401-278-6895**
- 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.

- I request an additional 3-month extension of time until **11/15, 2012**.
- For calendar year **2011**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN**

<b>8a</b> 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.	<b>8a</b> \$	<b>371,500.</b>
<b>b</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.	<b>8b</b> \$	<b>371,500.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	<b>—</b>

**Signature and Verification must be completed for Part II only.**

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. I am not a preparer authorized to prepare this form.

Signature **AUSTIN WEINER** Title **SVP TAX** Date \_\_\_\_\_

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or	
	UD CARSON FAM CHARITABLE TRUST		<input checked="" type="checkbox"/>	13-6957038
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
	BANK OF AMERICA N.A. PO BOX 1802		<input type="checkbox"/>	
		City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
		PROVIDENCE, RI 02901-1802		

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► U.S. TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275FAX No. ► 401-278-6895

- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
- ☐ tax year beginning           , 20       , and ending           , 20       .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	3a \$	371,500.
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.	3b \$	30,717.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	340,783.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BOFA CASH RESERVES TRUST CLASS	745.	745.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	43,383.	43,383.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	14,731.	14,731.
THORNBURG INTL VALUE FUND CL I	23,835.	23,835.
GOLDMAN SACHS	18,237.	18,237.
	-----	-----
TOTAL	100,931.	100,931.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
LANDMARK SECONDARY PARTNERS IX LP		5,464.
ACCOLADE PARTNERS, L.P.		38,180.
VMP HOLDING COMPANY II LLC		30,566.
	-----	-----
TOTALS	=====	=====
		74,210.
		=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	2,300.	
FOREIGN TAXES ON QUALIFIED FOR	3,334.	3,334.
	-----	-----
TOTALS	5,634.	3,334.
	=====	=====

## UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	21.		21.
OTHER ALLOCABLE EXPENSE-INCOME	250.		250.
DIVIDEND INVESTMENT EXPENSE -		19,962.	
TOTALS	----- 271. =====	----- 19,962. =====	----- 271. =====

UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART II - OTHER FUNDS

=====

DESCRIPTION

-----

OUTSIDE INVESTMENT BALANCE

TOTALS

STATEMENT 5

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP ADJ	11,656.
TYE INCOME ADJ	1,411,984.
ROUNDING	25.
	-----
TOTAL	1,423,665.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
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DESCRIPTION -----	AMOUNT -----
TAX TO MARKET ADJUSTMENT	33,379,562.
SECURITIES ADJUSTMENT	2,576,055.
	-----
TOTAL	35,955,617.
	=====

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

## =====

## OFFICER NAME:

BANK OF AMERICA, N.A.

## ADDRESS:

PO BOX 1802

PROVIDENCE, RI 02901

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 27,764.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

## OFFICER NAME:

EDWARD S CARSON

## ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION ..... 8,000.

TOTAL COMPENSATION: 35,764.

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UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEE ATTACHED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITIES

AMOUNT OF GRANT PAID .....21,857,123.

TOTAL GRANTS PAID:

21,857,123.

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STATEMENT 9

## FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

## FEDERAL FOOTNOTES

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FOR THE TAX YEAR ENDED 12/31/2010, THE AVERAGE FAIR MARKET VALUE OF SECURITIES/CASH LISTED ON PART X LINE 1D WAS OVERSTATED. THE CORRECT AMOUNT IS \$7,947,099. THE DISTRIBUTIONS FOR THE ABOVE TAX YEAR MET THE REQUIRED PAYOUT AMOUNT, AND THEREFORE, AN AMENDED RETURN WAS NOT FILED. HOWEVER, THIS OVERSTATEMENT RESULTED IN A CHANGE TO THE EXCESS DISTRIBUTION CARRYOVER AMOUNT. THE AMOUNT REPORTED ON THIS RETURN REFLECTS THE CHANGES TO THE CARRYOVER AMOUNT.

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for  
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

UD CARSON FAM CHARITABLE TRUST

Employer identification number

13-6957038

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -668,466.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►					<b>5</b> -668,466.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					64,852.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 11,033,521.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►					<b>12</b> 11,098,373.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-668,466.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		11,098,373.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		10,429,907.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

### Part IV Capital Loss Limitation

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>16</b>	( )
a	The loss on line 15, column (3) or		
b	\$3,000		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

**2011**

Name of estate or trust <b>UD CARSON FAM CHARITABLE TRUST</b>	Employer identification number <b>13-6957038</b>
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**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>1a</b> 35945.363 COLUMBIA DIVIDEND FUND CLASS Z SHARES	04/26/2011	11/29/2011	463,695.00	500,000.00	-36,305.00
26638.246 COLUMBIA DIVIDEND FUND CLASS Z SHARES	04/13/2011	11/29/2011	343,633.00	363,079.00	-19,446.00
10045.54 COLUMBIA DIVIDEND CLASS Z SHARES	04/13/2011	11/30/2011	134,409.00	136,921.00	-2,512.00
8402.818 COLUMBIA DIVIDEND CLASS Z SHARES	03/29/2011	11/30/2011	112,430.00	114,110.00	-1,680.00
17720.531 COLUMBIA DIVIDEND FUND CLASS Z SHARES	03/29/2011	12/20/2011	237,632.00	240,645.00	-3,013.00
6422.704 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	04/26/2011	11/29/2011	278,810.00	344,000.00	-65,190.00
6526.276 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	03/29/2011	11/29/2011	283,306.00	344,000.00	-60,694.00
1640.997 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	04/13/2011	11/29/2011	71,236.00	85,676.00	-14,440.00
3455.566 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	04/13/2011	11/30/2011	158,161.00	180,415.00	-22,254.00
1492.213 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	04/13/2011	12/20/2011	65,359.00	77,908.00	-12,549.00
1354.203 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	03/15/2011	12/20/2011	59,314.00	67,873.00	-8,559.00
3310.381 COLUMBIA SELECT S FUND CLASS Z SHARES	04/26/2011	08/10/2011	46,081.00	62,500.00	-16,419.00
3396.739 COLUMBIA SELECT S FUND CLASS Z SHARES	03/29/2011	08/10/2011	47,283.00	62,500.00	-15,217.00
3422.782 COLUMBIA SELECT S FUND CLASS Z SHARES	04/13/2011	08/10/2011	47,645.00	62,500.00	-14,855.00
3541.076 COLUMBIA SELECT S FUND CLASS Z SHARES	03/15/2011	08/10/2011	49,292.00	62,500.00	-13,208.00
24536.377 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	04/26/2011	11/29/2011	293,455.00	344,000.00	-50,545.00
25109.489 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	04/13/2011	11/29/2011	300,309.00	344,000.00	-43,691.00
25406.204 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	03/29/2011	11/29/2011	303,858.00	344,000.00	-40,142.00
26360.153 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	03/15/2011	11/29/2011	315,267.00	344,000.00	-28,733.00
13467.229 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	08/24/2011	11/29/2011	161,068.00	162,011.00	-943.00
33577.231 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	08/24/2011	11/30/2011	420,723.00	403,934.00	16,789.00
55528.067 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	08/24/2011	12/20/2011	670,224.00	668,003.00	2,221.00
8064.516 THORNBURG INTL VA I	04/26/2011	11/29/2011	195,887.00	250,000.00	-54,113.00
8253.549 THORNBURG INTL VA I	04/14/2011	11/29/2011	200,479.00	250,000.00	-49,521.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

13-6957038

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	-668,466.00
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**Schedule D-1 (Form 1041) 2011**

33 -

Employer identification number

13-6957038

[illegible]

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 11,033,521.00

Schedule D-1 (Form 1041) 2011

13-6957038

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37  
STATEMENT 1

**UD CARSON FAM CHARITABLE TRUST**

13-6957038

**Balance Sheet**

12/31/2011

**Bank of America**

<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
99C048008	ACCOLADE PARTNERS LP	1.000	325,000.00	457,442.00
99C047992	LANDMARK SECONDARY PARTNERS IX	1.000	226,240.00	42,776.00
885215566	THORNBURG INTL VALUE FUND	45924.146	1,150,192.81	1,128,815.51
483438206	KALMAR POOLED INVT TR	51499.138	750,000.00	791,026.76
19765Y688	COLUMBIA SELECT LARGE CAP	148804.941	1,766,052.50	1,788,635.39
19765Y514	COLUMBIA VALUE AND	17055.124	776,127.35	758,270.81
19765N245	COLUMBIA DIVIDEND INCOME FUND	110115.318	1,395,244.92	1,499,770.63
	Cash/Cash Equivalent	83050.740	83,050.74	83,050.74
		<b>Totals:</b>	<b>6,471,908.32</b>	<b>6,549,787.84</b>



Statement Detail)  
**CARSON FAMILY CHARITABLE TRUST HI**  
Holdings

Period Ended December 31, 2011

**CASH, DEPOSITS & MONEY MARKET FUNDS**

**DEPOSITS & MONEY MARKET FUNDS**

**MONEY MARKET FUNDS**

GSS FINANCIAL SQUARE FEDERAL FUND-PREMIER SHARES

**TOTAL PORTFOLIO**

Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
10.660	1.0000	10.66	1.0000	10.66	0.00		
		Market Value 10.66		Adjusted Cost / * Original Cost 10.66	Unrealized Gain (Loss) 0.00		Estimated Annual Income

\* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital distributions, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted Cost for GSS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Portfolio No: XXX-XXX-49-8

Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
(\$50,000.00)	BETTY FORD CENTER AT EISENHOWER	None	INSTALLMENT 3 OF 5	Public Charity
(\$1,000,000.00)	HARLEM CHILDREN'S ZONE, INC.	None	INSTALLMENT 1 OF 5	Public Charity
(\$100,000.00)	INTERNATIONAL RESCUE COMMITTEE,	None	INSTALLMENT 1 OF 3	Public Charity
(\$50,000.00)	INJURED MARINE SEMPER FI FUND	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	ST. RAYMOND HIGH SCHOOL FOR BOYS	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$200,000.00)	TEACH FOR AMERICA	None	INSTALLMENT 1 OF 3	Public Charity
(\$100,000.00)	NATIONAL CENTER ON ADDICTION AND	None	INSTALLMENT 1 OF 5	Public Charity
(\$50,000.00)	HAZELDEN FOUNDATION	None	INSTALLMENT 2 OF 5	Public Charity
(\$100,000.00)	CLASSROOM, INC.	None	INSTALLMENT 5 OF 5	Public Charity
(\$150,000.00)	ACHIEVEMENT FIRST, INC	None	INSTALLMENT 1 OF 2	Public Charity
(\$150,000.00)	NEW YORK STEM CELL FOUNDATION,	None	INSTALLMENT 1 OF 3	Public Charity
(\$50,000.00)	THE PARTNERSHIP FOR INNER-CITY	None	INSTALLMENT 3 OF 3	Public Charity
(\$250,000.00)	TURNAROUND FOR CHILDREN, INC.	None	INSTALLMENT 1 OF 2	Public Charity
(\$25,000.00)	NEW YORK ACADEMY OF MEDICINE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$1,000,000.00)	THE ENDOWMENT FOR INNER-CITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$50,000.00)	NEW-YORK HISTORICAL SOCIETY	None	INSTALLMENT 2 OF 2	Public Charity
(\$50,000.00)	NEW YORK CITY POLICE FOUNDATION	None	INSTALLMENT 2 OF 2	Public Charity
(\$125,000.00)	GODDARD RIVERSIDE COMMUNITY	None	INSTALLMENT 4 OF 4	Public Charity
(\$125,000.00)	UPWARDLY GLOBAL	None	INSTALLMENT 1 OF 5	Public Charity
(\$50,000.00)	GILDER LEHRMAN INSTITUTE OF	None	INSTALLMENT 2 OF 2	Public Charity
(\$100,000.00)	COOKE CENTER FOR LEARNING AND	None	INSTALLMENT 5 OF 5	Public Charity
(\$400,000.00)	KIPP NEW YORK, INC	None	INSTALLMENT 5 OF 5	Public Charity
(\$30,000.00)	ASPHALT GREEN, INC.	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$250,000.00)	ROBIN HOOD FOUNDATION	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$15,000.00)	NEW YORK INTERSCHOOL ASSOCIATION	None	INSTALLMENT 1 OF 2	Public Charity
(\$200,000.00)	STUDENT SPONSOR PARTNERSHIP, INC	None	INSTALLMENT 4 OF 5	Public Charity
(\$250,000.00)	GOOD SHEPHERD SERVICES	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$150,000.00)	NEIGHBORHOOD COALITION FOR	None	INSTALLMENT 1 OF 2	Public Charity
(\$250,000.00)	NEW YORK PUBLIC LIBRARY	None	INSTALLMENT 1 OF 3	Public Charity
(\$100,000.00)	NOTRE DAME SCHOOL OF MANHATTAN	None	INSTALLMENT 2 OF 3	Public Charity
(\$50,000.00)	NEW-YORK HISTORICAL SOCIETY	None	INSTALLMENT 1 OF 3	Public Charity
(\$100,000.00)	ROBERT A. TOIGO FOUNDATION	None	INSTALLMENT 11 OF 17	Public Charity
(\$500,000.00)	UNCOMMON SCHOOLS, INC.	None	INSTALLMENT 4 OF 5	Public Charity
(\$300,000.00)	NEW-YORK HISTORICAL SOCIETY	None	INSTALLMENT 4 OF 5	Public Charity
(\$100,000.00)	CORNELL UNIVERSITY	None	INSTALLMENT 7 OF 10	Public Charity
(\$110,000.00)	THE BERKSHIRE TACONIC COMMUNITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	INTERNATIONAL RESCUE COMMITTEE	None	INSTALLMENT 5 OF 5	Public Charity
(\$250,000.00)	FUND FOR THE CITY OF NEW YORK,	None	INSTALLMENT 1 OF 3	Public Charity

Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
(\$100,000.00)	HARVARD UNIVERSITY	None	INSTALLMENT 1 OF 5	Public Charity
(\$100,000.00)	URBAN EDUCATION EXCHANGE, INC	None	INSTALLMENT 1 OF 3	Public Charity
(\$50,000.00)	CENTER FOR NEW AMERICAN SECURITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$200,000.00)	NEIGHBORHOOD TRUST FCU	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	AMERICAN MUSEUM OF NATURAL	None	INSTALLMENT 4 OF 5	Public Charity
(\$400,000.00)	ST LUKE'S ROOSEVELT HOSPITAL	None	INSTALLMENT 4 OF 5	Public Charity
(\$350,000.00)	TRUSTEES OF COLUMBIA UNIVERSITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$52,123.00)	THE PARTNERSHIP FOR INNER-CITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$50,000.00)	TEACHING MATTERS, INC.	None	PAYMENT 1 OF 2	Public Charity
(\$1,000,000.00)	PHILHARMONIC - SYMPHONY SOCIETY	None	PAYMENT 5 OF 5 YEAR GRANT	Public Charity
(\$500,000.00)	THE PARTNERSHIP FOR INNER-CITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$50,000.00)	VAIL VALLEY FOUNDATION, INC.	None	PAYMENT 5 OF 5	Public Charity
(\$250,000.00)	SPONSORS FOR EDUCATIONAL	None	PAYMENT 2 OF 4	Public Charity
(\$50,000.00)	EDUCATORS FOR EXCELLENCE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$250,000.00)	FUND FOR PUBLIC SCHOOLS, INC	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	SPORTS HUMANITARIAN GROUP DBA	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$250,000.00)	TRUSTEES OF DARTMOUTH COLLEGE	None	INSTALLMENT 3 FOR WRIGHT SCHOL	Public Charity
(\$400,000.00)	FUTURES IN EDUCATION ENDOWMENT	None	PAYMENT 5 OF 5	Public Charity
(\$100,000.00)	VASSAR BROTHERS MEDICAL CENTER	None	PAYMENT 1 OF 5	Public Charity
(\$25,000.00)	MARYMOUNT MANHATTAN COLLEGE	None	PAYMENT 1 OF 1	Public Charity
(\$100,000.00)	COMMON GROUND COMMUNITY	None	PAYMENT 5 OF 5	Public Charity
(\$100,000.00)	CREDIT WHERE CREDIT IS DUE, INC.	None	PAYMENT 2 OF 5	Public Charity
(\$250,000.00)	SUCCESS CHARTER NETWORK, INC	None	PAYMENT 1 OF 2	Public Charity
(\$500,000.00)	THE CHILDREN'S HEALTH FUND	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$1,000,000.00)	ROBIN HOOD FOUNDATION	None	PAYMENT 2 OF 3	Public Charity
(\$100,000.00)	KENYON COLLEGE	None	INSTALLMENT 6 OF 10	Public Charity
(\$50,000.00)	FRIENDS OF THE CHILDREN NEW YORK	None	INSTALLMENT 1 OF 3	Public Charity
(\$250,000.00)	LITTLE SISTERS OF THE ASSUMPTION	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	PAUL J. CURRAN FUND, INC.	None	INSTALLMENT 1 OF 2	Public Charity
(\$50,000.00)	WNYC RADIO	None	INSTALLMENT 1 OF 2	Public Charity
(\$100,000.00)	FJC	None	FRIENDS OF ROADS	Public Charity
(\$250,000.00)	MATH FOR AMERICA, INC.	None	INSTALLMENT 1 OF 4	Public Charity
(\$1,000,000.00)	NEW YORK AND PRESBYTERIAN	None	INSTALLMENT 4 OF 8	Public Charity
(\$4,000,000.00)	ROCKEFELLER UNIVERSITY	None	INSTALLMENT 8 OF 8	Public Charity
(\$100,000.00)	NATIONAL ACADEMY OF SCIENCES	None	INSTALLMENT 3 OF 3	Public Charity
(\$100,000.00)	RALPH LAUREN CENTER FOR CANCER	None	INSTALLMENT 5 OF 5	Public Charity
(\$50,000.00)	NEIGHBORS TOGETHER CORP.	None	INSTALLMENT 5 OF 5	Public Charity
(\$75,000.00)	MELANOMA RESEARCH ALLIANCE	None	INSTALLMENT 2 OF 3	Public Charity

Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
(\$50,000.00)	RESERVE ELDER SERVICE, INC	None	INSTALLMENT 2 OF 3	Public Charity
(\$500,000.00)	MUSEUM OF ARTS AND DESIGN	None	INSTALLMENT 2 OF 2	Public Charity
(\$10,000.00)	ASSOCIATION TO BENEFIT CHILDREN	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	LITTLE SISTERS OF THE ASSUMPTION	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	MARYMOUNT MANHATTAN COLLEGE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	METROPOLITAN MUSEUM OF ART	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	MUSEUM OF ARTS AND DESIGN	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	TRUSTEES OF DARTMOUTH COLLEGE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	DUTCHESS LAND CONSERVANCY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$10,000.00)	EXODUS HOUSE, INC.	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	INTERNATIONAL RESCUE COMMITTEE,	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$10,000.00)	KENYON COLLEGE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$5,000.00)	NATIONAL PSORIASIS FOUNDATION	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$50,000.00)	THE PARTNERSHIP FOR INNER-CITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	PLANNED PARENTHOOD OF NEW YORK	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	ROCKEFELLER UNIVERSITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$50,000.00)	ST. JOHN'S BREAD AND LIFE	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$25,000.00)	AMERICAN RED CROSS IN GREATER	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$5,000.00)	COLLEGIATE SCHOOL, INC.	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$100,000.00)	TRUSTEES OF COLUMBIA UNIVERSITY	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$10,000.00)	CONVENT OF THE SACRED HEART	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$1,000,000.00)	MEMORIAL SLOAN-KETTERING CANCER	None	SUPPORTS NAMED ORGANIZATION	Public Charity
(\$21,857,123.00)		None	INSTALLMENT 5 OF 5	Public Charity