



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

**2011**

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE CARTER FAMILY FOUNDATION</b>		A Employer identification number <b>20-3311749</b>
Number and street (or P O box number if mail is not delivered to street address) <b>130 SPUR CIRCLE</b>		B Telephone number <b>763-390-4277</b>
City or town, state, and ZIP code <b>WAYZATA, MN 55391-9577</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 65% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>596,005.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		204,400.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,962.	1,962.		STATEMENT 1
4 Dividends and interest from securities		9,531.	9,531.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,701.			
b Gross sales price for all assets on line 6a <b>55,514.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		212,192.	11,493.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,924.	962.		962.
c Other professional fees STMT 4		3,395.	3,395.		0.
17 Interest					
18 Taxes STMT 5		183.	134.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		25.	0.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		5,527.	4,491.		987.
25 Contributions, gifts, grants paid		49,800.			49,800.
26 Total expenses and disbursements. Add lines 24 and 25		55,327.	4,491.		50,787.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		156,865.			
b Net investment income (if negative, enter -0-)			7,002.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 28 2011

Revenue

Operating and Administrative Expenses

618  
25

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	111,661.	124,271.	124,271.
	2 Savings and temporary cash investments	346,111.	114,828.	114,828.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 9	0.	375,425.	356,906.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)		457,772.	614,524.	596,005.
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	457,772.	614,524.	
30 <b>Total net assets or fund balances</b>		457,772.	614,524.	
31 <b>Total liabilities and net assets/fund balances</b>		457,772.	614,524.	

**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	457,772.
2 Enter amount from Part I, line 27a	2	156,865.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	174.
4 Add lines 1, 2, and 3	4	614,811.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	287.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	614,524.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 55,514.		59,215.	-3,701.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-3,701.

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	-3,701.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	19,338.	282,951.	.068344
2009	13,983.	38,430.	.363856
2008	445.	7,052.	.063103
2007	445.	7,857.	.056637
2006	648.	8,189.	.079131

2 Total of line 1, column (d)	2	.631071
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	.126214
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	553,862.
5 Multiply line 4 by line 3	5	69,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	70.
7 Add lines 5 and 6	7	69,975.
8 Enter qualifying distributions from Part XII, line 4	8	50,787.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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		1	140.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	140.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	140.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
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 <b>SEE STATEMENT 10</b>	9		140.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**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? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>DIANA CLARKE-CARTER</b> Telephone no. <b>763-390-4277</b> Located at <b>130 SPUR CIRCLE, WAYZATA, MN</b> ZIP+4 <b>55391-9577</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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	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 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	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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	<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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	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 2011?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANA CLARKE-CARTER	DIRECTOR/CHIEF EXECUTIVE O			
130 SPUR CIRCLE				
WAYZATA, MN 55391	0.25	0.	0.	0.
ROBERT LOWELL CARTER	DIRECTOR/OFFICER			
130 SPUR CIRCLE				
WAYZATA, MN 55391	0.25	0.	0.	0.
ALISON CLARKE CARTER BROWN	DIRECTOR/EXECUTIVE DIRECTO			
130 SPUR CIRCLE				
WAYZATA, MN 55391	0.25	0.	0.	0.
JASON ROBERT CARTER	DIRECTOR/OFFICER			
130 SPUR CIRCLE				
WAYZATA, MN 55391	0.25	0.	0.	0.

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

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

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

0





**Part 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	326,145.
b	Average of monthly cash balances	1b	236,151.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	562,296.
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	562,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,434.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	553,862.
6	Minimum investment return. Enter 5% of line 5	6	27,693.

**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	27,693.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	140.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	140.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,553.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,553.

**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	50,787.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,787.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,787.

**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
1 Distributable amount for 2011 from Part XI, line 7				27,553.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009			397.	
e From 2010			19,338.	
f Total of lines 3a through e	19,735.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	50,787.			
a Applied to 2010, 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) **	42,969.			
d Applied to 2011 distributable amount				7,818.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	19,735.			19,735.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42,969.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	42,969.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	42,969.			

\*\* SEE STATEMENT 13

Form 990-PF (2011)



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
COMMONBOND COMMUNITIES 328 KELLOGG BLVD WEST ST. PAUL, MN 55102	N/A	PUBLIC CHARITY	GENERAL	250.
GRAND CENTRAL CHARITIES DBA FIRST STEP INITIATIVE 8400 GOLDEN VALLEY RD, STE 314 GOLDEN VALLEY, MN 55427	N/A	PUBLIC CHARITY	GENERAL	14,000.
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVENUE GOLDEN VALLEY, MN 55422	N/A	PUBLIC CHARITY	GENERAL	500.
HUBBARD UNITED METHODIST CHURCH 12150 BROADWAY ROAD PARK RAPIDS, MN 56470	N/A	PUBLIC CHARITY	GENERAL	2,050.
KWANZAA COMMUNITY CHURCH 2100 EMERSON AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PUBLIC CHARITY	GENERAL	2,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>49,800.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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. |     |    |

[illegible]

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

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>[Signature]</i>		Date <i>11-14-12</i>		Title <b>DIRECTOR/CEO</b>		
Paid Preparer Use Only	Print/Type preparer's name <b>ELLYN W. MARELL, CPA</b>		Preparer's signature <b>ELLYN W. MARELL,</b>		Date <b>11/12/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00649275</b>
	Firm's name ▶ <b>WIPFLI LLP</b>					Firm's EIN ▶ <b>39-0758449</b>	
	Firm's address ▶ <b>7601 FRANCE AVENUE SOUTH, SUITE 400 MINNEAPOLIS, MN 55435</b>					Phone no. <b>952-548-3400</b>	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

THE CARTER FAMILY FOUNDATION

20-3311749

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 foundationCheck 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).

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE CARTER FAMILY FOUNDATION

20-3311749

**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	SUMMIT MORTGAGE CORPORATION 1335 10TH AVE. N, STE 100 PLYMOUTH, MN 55441	\$ 204,400.	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.)



Name of organization

Employer identification number

**THE CARTER FAMILY FOUNDATION****20-3311749****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE CARTER FAMILY FOUNDATION****20-3311749**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

# 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 ☒
- 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>	Name of exempt organization or other filer, see instructions. <b>THE CARTER FAMILY FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>20-3311749</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>130 SPUR CIRCLE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>WAYZATA, MN 55391-9577</b>	

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

**04**

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

**DIANA CLARKE-CARTER**

- The books are in the care of ► **130 SPUR CIRCLE - WAYZATA, MN 55391-9577**

Telephone No. ► **763-390-4277**

FAX No. ► ☐

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, 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 \_\_\_\_\_, and ending \_\_\_\_\_.

- 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

<b>3a</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>3a</b>	\$	<b>0.</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.	<b>3b</b>	\$	<b>0.</b>
<b>c</b> <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.	<b>3c</b>	\$	<b>0.</b>

**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.

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

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

- 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).

Enter filer's identifying number, see instructions

Type or print  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
	<b>THE CARTER FAMILY FOUNDATION</b>	<input checked="" type="checkbox"/> <b>20-3311749</b>
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	<b>130 SPUR CIRCLE</b>	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	<b>WAYZATA, MN 55391-9577</b>	

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.**

**DIANA CLARKE-CARTER**

- The books are in the care of **130 SPUR CIRCLE - WAYZATA, MN 55391-9577**

Telephone No **763-390-4277**

FAX No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

**5** For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

**6** If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

**7** State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY 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>0.</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>0.</b>
<b>c</b> <b>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>0.</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, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MS SOCIETY 200 12TH AVE S MINNEAPOLIS, MN 55415-1255	N/A	PUBLIC CHARITY	GENERAL	1,000.
PLYMOUTH CHURCH NEIGHBORHOOD FOUNDATION 2610 UNIVERSITY AVENUE W., SUITE 100 ST. PAUL, MN 55114	N/A	PUBLIC CHARITY	GENERAL	2,500.
ST. CLOUD STATE UNIVERSITY FOUNDATION 720 4TH AVENUE SOUTH ST. CLOUD, MN 56301-4498	N/A	PUBLIC CHARITY	GENERAL	2,000.
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET S.E., SUITE 500 MINNEAPOLIS, MN 55455-2010	N/A	PUBLIC CHARITY	GENERAL	7,000.
WELLSPRING FOR THE WORLD, INC. PO BOX 9993 FARGO, ND 58106	N/A	PUBLIC CHARITY	GENERAL	500.
WESTMINSTER CHURCH 1200 MARQUETTE AVENUE SOUTH MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	GENERAL	17,500.
<b>Total from continuation sheets</b>				<b>30,500.</b>

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	244.777 SHS AMERICAN CENTURY DIVERSIFIED BOND	P	VARIOUS	09/26/11
b	484.282 SHS DAVIS NEW YORK VENTURE CLASS A	P	VARIOUS	09/26/11
c	232.417 SHS DODGE & COX INCOME FUND	P	VARIOUS	09/26/11
d	529.617 SHS EAGLE CAPITAL APPRECIATION TRUST	P	VARIOUS	09/26/11
e	29.649 SHS EUROPACIFIC GROWTH FUND CLASS F-1	P	VARIOUS	09/26/11
f	128.657 SHS HARBOR BOND FUND INSTITUTIONAL CLASS	P	VARIOUS	09/26/11
g	246.8 SHS HARBOR REAL RETURN FUND INSTITUTIONAL	P	VARIOUS	09/26/11
h	64.979 SHS THE OAKMARK INTERNATIONAL FUND	P	VARIOUS	09/26/11
i	164.337 SHS LOOMIS SAYLES BOND FUND RETAIL	P	VARIOUS	09/26/11
j	99.910 SHS MFS HIGH YIELD CLASS A	P	VARIOUS	09/26/11
k	836.674 SHS PIMCO HIGH YIELD CLASS A	P	VARIOUS	09/26/11
l	66.664 SHS TEMPLETON GLOBAL BOND FUND CLASS A	P	VARIOUS	09/26/11
m	153.177 VANGUARD GNMA FUND	P	VARIOUS	09/26/11
n	99.271 SHS VANGUARD SHORT-TERM INVESTMENT GRADE	P	VARIOUS	09/26/11
o	CAPITAL GAINS DIVIDENDS			

(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	2,722.	2,620.	102.
b	14,611.	17,100.	-2,489.
c	3,112.	3,082.	30.
d	13,532.	15,200.	-1,668.
e	1,012.	1,249.	-237.
f	1,570.	1,559.	11.
g	2,774.	2,555.	219.
h	1,029.	1,326.	-297.
i	2,294.	2,363.	-69.
j	600.	649.	-49.
k	7,296.	7,904.	-608.
l	848.	902.	-54.
m	1,709.	1,637.	72.
n	1,060.	1,069.	-9.
o	1,345.		1,345.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			102.
b			-2,489.
c			30.
d			-1,668.
e			-237.
f			11.
g			219.
h			-297.
i			-69.
j			-49.
k			-608.
l			-54.
m			72.
n			-9.
o			1,345.

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	-3,701.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

---



---

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

---

SOURCE	AMOUNT
AMERICAN INVESTOR BANK AND MORTGAGE	1,962.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,962.

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHWESTERN MUTUAL	9,531.	0.	9,531.
NORTHWESTERN MUTUAL	1,345.	1,345.	0.
TOTAL TO FM 990-PF, PART I, LN 4	10,876.	1,345.	9,531.

---



---



---



---

FORM 990-PF ACCOUNTING FEES STATEMENT 3

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1,924.	962.		962.
TO FORM 990-PF, PG 1, LN 16B	1,924.	962.		962.

---



---



---



---

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,395.	3,395.		0.
TO FORM 990-PF, PG 1, LN 16C	3,395.	3,395.		0.

---



---

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2010 BALANCE DUE	49.	0.		0.	
FOREIGN TAXES PAID	134.	134.		0.	
TO FORM 990-PF, PG 1, LN 18	183.	134.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MN ANNUAL REGISTRATION	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
NONDIVIDENDS DISTRIBUTION	172.				
MISC ADJUSTMENT	2.				
TOTAL TO FORM 990-PF, PART III, LINE 3	174.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
DIVIDENDS REPORTED BUT NOT RECEIVED UNTIL 2012	287.				
TOTAL TO FORM 990-PF, PART III, LINE 5	287.				



Statement Period: 11/01/2011 - 12/31/2011

## Portfolio Holdings

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
<b>Mutual Funds 98.00% of Portfolio</b>								
<b>Mutual Funds</b>								
<b>ALLIANZ NFI DIVIDEND VALUE FUND</b>								
CLASS A			Security Identifier: PNEAX					
CUSIP: 018918243								
Open End Fund								
Dividend Option: Reinvest								
1,356 462		10.3780	14,076 75	11.3700	15,422 97	1,346 22	436 00	2 82%
<b>AMERICAN CENTURY DIVERSIFIED BOND</b>								
INVESTOR CLASS			Security Identifier: ADFX					
CUSIP: 024932402								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,598 644		10 7090	17,120 35	10.9800	17,553 11	432 76	569 99	3 24%
<b>COLUMBIA ACORN INTERNATIONAL FUND</b>								
CLASS A			Security Identifier: LAIX					
CUSIP: 197199847								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
361 941		40.4790	14,650 94	34 1500	12,360 29	-2,290 65	367 98	2 97%

# Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
<b>Mutual Funds (continued)</b>								
<b>Mutual Funds (continued)</b>								
<b>CREDIT SUISSE COMMODITY RETURN</b>								
STRATEGY FUND CL A								
CUSIP: 22544R107								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,690.443	Average*	9.4420	15,961.80	8.1100	13,709.49	-2,252.31		
<b>DWS DREMAN SMALL CAP VALUE FUND</b>								
CLASS A								
CUSIP: 23338F820								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
181.841	Average*	36.2510	6,591.89	32.3400	5,880.74	-711.15	16.32	0.27%
<b>DODGE &amp; COX INCOME FUND</b>								
CUSIP: 256210105								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,853.254	Average*	13.2610	24,575.94	13.3000	24,648.28	72.34	1,065.62	4.32%
<b>EAGLE SMALL CAP GROWTH FUND CLASS A</b>								
CUSIP: 269858106								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
147.707	Average*	38.5900	5,700.00	37.4900	5,537.54	-162.46		
<b>EUROPACIFIC GROWTH FUND CLASS F-1</b>								
CUSIP: 298706409								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
474.454	Average*	41.9930	19,923.78	34.9800	16,596.40	-3,327.38	276.84	1.66%
<b>FIDELITY ADVISOR MID CAP II FUND</b>								
CLASS I								
CUSIP: 315807487								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
661.548	Average*	18.3710	12,153.30	16.2500	10,750.16	-1,403.14		
<b>FIDELITY ADVISOR NEW INSIGHTS FUND CLASS</b>								
CUSIP: 316071604								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,648.416	Average*	19.8970	32,798.89	19.9600	32,902.38	103.49		



Northwestern Mutual  
Wealth Management Company\*

# Account Statement

Statement Period: 11/01/2011 - 12/31/2011

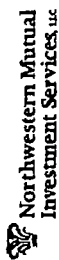
## Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
<b>Mutual Funds (continued)</b>								
<b>Mutual Funds (continued)</b>								
<b>HARBOR BOND FUND INSTITUTIONAL CLASS</b>								
CUSIP: 411511108								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
1,157,627	Average*	12,1210	14,031.23	12,1900	14,111.47	80.24	360.97	2.55%
<b>HARBOR REAL RETURN FUND INSTITUTIONAL CLASS</b>								
CUSIP: 411511520								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
1,320,009	Average*	10,3780	13,699.29	10,7100	14,137.30	438.01	157.90	1.11%
<b>THE OAKMARK INTERNATIONAL FUND CLASS I</b>								
CUSIP: 413838202								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
685,067	Average*	20,3760	13,959.16	16,5500	11,337.86	-2,621.30	86.04	0.75%
<b>PERKINS MID CAP VALUE FUND CLASS T</b>								
CUSIP: 471023598								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
568,942	Average*	22,8650	13,008.83	20,1900	11,496.94	-1,521.89	98.28	0.85%
<b>LOOMIS SAYLES BOND FUND RETAIL CLASS</b>								
CUSIP: 543495832								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
1,786,132	Average*	14,3650	25,658.02	13,8800	24,791.51	-866.51	1,494.45	6.02%



# Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
<b>Mutual Funds (continued)</b>								
<b>MFS VALUE FUND CLASS W</b>								
CUSIP: 55273H445								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,229,036	Average*	23,3710	28,723.64	22.3500	27,468.96	-1,254.68	509.26	1.85%
<b>MFS INTERNATIONAL GROWTH FUND CLASS W</b>								
CUSIP: 552743205								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
344,612	Average*	20,5110	7,068.25	21.1900	7,302.33	234.08	89.76	1.22%
<b>MFS HIGH-YIELD OPPORTUNITIES FUND CLASS A</b>								
CUSIP: 552984700								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
2,066,832	Average*	6,4910	13,415.56	6.1500	12,711.02	-704.54	934.20	7.34%
<b>METROPOLITAN WEST HIGH YIELD BOND FUND CLASS M</b>								
CUSIP: 592905871								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
731,120	Average*	9.7820	7,151.85	9.8200	7,179.60	27.75	587.01	8.17%
<b>T ROWE PRICE EMERGING MARKETS STOCK</b>								
CUSIP: 77956H864								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
642,323	Average*	33.5580	21,555.24	28.5100	18,312.63	-3,242.61	64.23	0.35%
<b>T ROWE PRICE REAL ESTATE</b>								
CUSIP: 779919109								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
860,011	Average*	18.0680	15,539.08	18.3600	15,789.80	250.72	344.00	2.17%
<b>TEMPLETON GLOBAL BOND FUND CLASS A</b>								
CUSIP: 880208103								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,278,233	Average*	13.4880	17,240.85	12.4100	15,862.87	-1,377.98	766.93	4.83%



Northwestern Mutual  
Investment Services, LLC  
611 E. Wisconsin Avenue, Suite 600  
Milwaukee, WI 53202-4707  
1-866-664-7137, Member FINRA and SIPC



Northwestern Mutual  
Wealth Management Company\*

## Account Statement

Statement Period: 11/01/2011 - 12/31/2011

### Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
<b>Mutual Funds (continued)</b>								
<b>Mutual Funds (continued)</b>								
<b>VANGUARD GNMA FUND</b>								
CUSIP: 922031307								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
953 198	Average*	10.6920	10,192.03	11.0700	10,551.90	359.87	338.16	3.20%
<b>VANGUARD SHORT-TERM INVESTMENT GRADE</b>								
FUND INVESTOR SHARES								
CUSIP: 922031406								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
986 919	Average*	10.7690	10,628.22	10.6400	10,500.82	-127.40	296.88	2.82%
<b>Total Mutual Funds</b>			<b>\$375,424.89</b>		<b>\$356,906.37</b>	<b>-\$18,518.52</b>	<b>\$8,860.82</b>	
<b>Total Mutual Funds</b>			<b>\$375,424.89</b>		<b>\$356,906.37</b>	<b>-\$18,518.52</b>	<b>\$8,860.82</b>	



FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHWESTERN MUTUAL -SEE ATTACHED SCHEDULE	COST	375,425.	356,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		375,425.	356,906.

FORM 990-PF STATEMENT 10

140.

2.

4.

146.

FORM 990-PF STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
	05/15/12	140.	140.	6	4.
	11/15/12		140.		
					4.

FORM 990-PF STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
	05/15/12	140.	140.	.0300	184	2.
	11/15/12		142.			
						2.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

THE CARTER FAMILY FOUNDATION HEREBY ELECTS UNDER IRC REGULATIONS  
SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF  
\$42,969, MADE DURING 2011, AS DISTRIBUTIONS OUT OF CORPUS

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

DIANA CLARKE-CARTER  
ROBERT LOWELL CARTER



FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR, CARTER FAMILY FOUNDATION  
130 SPUR CIRCLE  
WAYZATA, MN 55391

TELEPHONE NUMBER

763-390-4277

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD REVIEW MISSION STATEMENT AND SUBMIT LETTER OF INTEREST INDICATING THE FOCUS OF THE PROGRAM, HOW THE FOCUS IS CONSISTENT WITH THE FOUNDATIONS GOALS AND THE AMOUNT AND SPECIFIC USE OF THE REQUESTED GRANT. THE FOUNDATION WILL NOTIFY THE APPLICANT WITHIN 3 WEEKS IF THE FOUNDATION IS WILLING TO REVIEW A FULL PROPOSAL.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE CONSISTENT WITH FOUNDATION MISSION STATEMENT.