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

2011

Department of the Treasury
Internal Revenue Service

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

Name of foundation

Amon G. Carter Foundation

A Employer identification number

75-6000331

Number and street (or P.O. box number if mail is not delivered to street address)

P. O. Box 1036

Room/suite

B Telephone number (see the instructions)

(817) 332-2783

City or town

Fort Worth

State ZIP code

TX 76101-1036

G Check all that apply:

☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 497,900,763.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

Other income (attach schedule)

Sch 5

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

Sch 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE EXPENSES

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	292,249.	311,124.	311,124.
	2 Savings and temporary cash investments	32,119,075.	43,111,952.	43,111,952.
	3 Accounts receivable ▶ 3,327.			
	Less: allowance for doubtful accounts ▶ 0.	137,497.	3,327.	3,327.
	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 sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Sch. 8	14,100,569.	9,070,610.	8,943,875.
	b Investments — corporate stock (attach schedule) Sch. 9	81,011,273.	79,257,345.	170,197,810.
	c Investments — corporate bonds (attach schedule) Sch. 11	54,593,069.	53,449,543.	50,640,274.
	11 Investments — land, buildings, and equipment: basis ▶ 29,849,827.			
Less: accumulated depreciation (attach schedule) Sch. 12 ▶ 17,082,358.	13,432,461.	12,767,469.	82,649,024.	
12 Investments — mortgage loans	6,512,567.	7,818,567.	7,818,567.	
13 Investments — other (attach schedule) .. Sch. 14	101,527,016.	106,590,136.	133,961,034.	
14 Land, buildings, and equipment: basis ▶ 2,909,822.				
Less: accumulated depreciation (attach schedule) Sch. 15 ▶ 2,490,341.	494,629.	419,481.	143,037.	
15 Other assets (describe ▶ Sch. 16	46,951,078.	49,435,506.	120,739.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	351,171,483.	362,235,060.	497,900,763.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ Sch. 16	2,267,641.	2,293,352.	
	23 Total liabilities (add lines 17 through 22)	2,267,641.	2,293,352.	
NET ASSETS OR FUND BALANCES	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 ... ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	313,944,596.	319,769,799.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	34,959,246.	40,171,909.	
	30 Total net assets or fund balances (see instructions)	348,903,842.	359,941,708.	
	31 Total liabilities and net assets/fund balances (see instructions)	351,171,483.	362,235,060.	

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	348,903,842.
2 Enter amount from Part I, line 27a	2	11,036,865.
3 Other increases not included in line 2 (itemize) ▶ Schedule 16	3	1,001.
4 Add lines 1, 2, and 3	4	359,941,708.
5 Decreases not included in line 2 (itemize) ▶ Schedule 16	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	359,941,708.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Schedule 1				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 49,207,274.		46,077,709.	3,129,565.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,129,565.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	3,129,565.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	25,710,617.	455,375,949.	0.056460
2009	29,428,253.	395,320,527.	0.074442
2008	23,198,624.	466,520,149.	0.049727
2007	23,657,773.	475,436,642.	0.049760
2006	16,654,124.	413,233,208.	0.040302

2 Total of line 1, column (d)	2	0.270691
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054138
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	498,712,692.
5 Multiply line 4 by line 3	5	26,999,308.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	277,054.
7 Add lines 5 and 6	7	27,276,362.
8 Enter qualifying distributions from Part XII, line 4	8	24,023,837.

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)

1 a 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 instrs)			
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	554,108.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	554,108.
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	554,108.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	528,397.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	578,397.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,289.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 24,289. Refunded	11		

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ N/A (2) On foundation managers <input type="checkbox"/> \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered In		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV...	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10	X

Part VII A Statements Regarding Activities (continued)

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>www.agcf.org</u>				
14	The books are in care of <u>Kathy A. King</u> Telephone no. <u>(817) 332-2783</u>			
Located at <u>201 Main St., Suite 1945, Fort Worth, TX</u> ZIP + 4 <u>76102-3114</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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				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)?	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	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. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b 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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

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 ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 17		1,006,709.	82,604.	24,713.

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
Terry L. Woodfin 201 Main St, Suite 1945 Fort Worth TX 76102	Grant Adm Assistant 42.50	87,113.	13,624.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm Assist, Data Proc 42.50	87,179.	16,162.	0.
0				
0				
0				

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

None

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
Fisher Investments 13100 Skyline Blvd. Woodside CA 94062	Small Cap Stock Fund Management	388,377.
BNY Mellon Asset Servicing One BNY Mellon Center Pittsburgh PA 15258	Custodian of Assets	75,244.
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	
Total. Add lines 1 through 3	

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	302,751,950.
b	Average of monthly cash balances	1b	38,172,736.
c	Fair market value of all other assets (see instructions)	1c	165,382,616.
d	Total (add lines 1a, b, and c)	1d	506,307,302.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	617,476.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	506,307,302.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,594,610.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	498,712,692.
6	Minimum investment return. Enter 5% of line 5	6	24,935,635.

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	24,935,635.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	554,108.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	554,108.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,381,527.
4	Recoveries of amounts treated as qualifying distributions	4	34,026.
5	Add lines 3 and 4	5	24,415,553.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,415,553.

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	21,473,837.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	2,550,000.
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	24,023,837.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,023,837.

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				24,415,553.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	909,046.			
c From 2008	324,310.			
d From 2009	10,014,075.			
e From 2010	3,466,573.			
f Total of lines 3a through e	14,714,004.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 24,023,837.				
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)	0.			
d Applied to 2011 distributable amount				24,023,837.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011	391,716.			391,716.
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	14,322,288.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,322,288.			
10 Analysis of line 9:				
a Excess from 2007	517,330.			
b Excess from 2008	324,310.			
c Excess from 2009	10,014,075.			
d Excess from 2010	3,466,573.			
e Excess from 2011	0.			

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

N/A

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

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

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

None

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

None

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

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

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

Mr. John H. Robinson

P. O. Box 1036

Fort Worth TX 76101-1036 (817) 332-2783

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

Initial approach by letter, one copy of proposal

c Any submission deadlines:

None

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

Primarily local giving to support benevolent, charitable, and educational undertakings, the purpose of which is charitable, literary, or educational

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
- Name and address (home or business)				
a Paid during the year Schedule 18				
Total				3a 20,678,714.
b Approved for future payment Schedule 19				
Total				3b 28,759,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1.	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	27,311.	
4	Dividends and interest from securities	900099	223.	14	8,761,480.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	14,309.	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	95,961.	18	3,129,565.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil and gas royalties			15	20,429,263.	
b	Lease bonuses and delay rentals			15	1,552,766.	
c	Miscellaneous income			14	20,939.	
d	Other partnership income	900099	-715,586.	16	210,549.	
e	Misc--gain on sale of artwork			18	6,216,974.	
12	Subtotal. Add columns (b), (d), and (e)		-619,402.		40,363,156.	
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Installment Sale Income

► Attach to your tax return.
► Use a separate form for each sale or other disposition of property on the installment method.

OMB No. 1545-0228

2011
Attachment
Sequence No. **79**

Name(s) shown on return

Amon G. Carter Foundation

Identifying number

75-6000331

- 1 Description of property ► **Everman Land**
- 2a Date acquired (mm/dd/yyyy) ► **12/31/1986** b Date sold (mm/dd/yyyy) ► **11/20/2007**
- 3 Was the property sold to a related party (see instructions) after May 14, 1980? If "No," skip line 4 ☐ Yes ☒ No
- 4 Was the property you sold to a related party a marketable security? If "Yes," complete Part III. If "No," complete Part III for the year of sale and the 2 years after the year of sale ☐ Yes ☐ No

Part I Gross Profit and Contract Price. Complete this part for the year of sale only.

- | | | | |
|----|---|----|--|
| 5 | Selling price including mortgages and other debts. Do not include interest, whether stated or unstated | 5 | |
| 6 | Mortgages, debts, and other liabilities the buyer assumed or took the property subject to (see instructions) | 6 | |
| 7 | Subtract line 6 from line 5. | 7 | |
| 8 | Cost or other basis of property sold | 8 | |
| 9 | Depreciation allowed or allowable | 9 | |
| 10 | Adjusted basis. Subtract line 9 from line 8 | 10 | |
| 11 | Commissions and other expenses of sale | 11 | |
| 12 | Income recapture from Form 4797, Part III (see instructions) | 12 | |
| 13 | Add lines 10, 11, and 12 | 13 | |
| 14 | Subtract line 13 from line 5. If zero or less, do not complete the rest of this form (see instructions) | 14 | |
| 15 | If the property described on line 1 above was your main home, enter the amount of your excluded gain (see instructions). Otherwise, enter -0- | 15 | |
| 16 | Gross profit. Subtract line 15 from line 14 | 16 | |
| 17 | Subtract line 13 from line 6. If zero or less, enter -0- | 17 | |
| 18 | Contract price. Add line 7 and line 17 | 18 | |

Part II Installment Sale Income. Complete this part for the year of sale and any year you receive a payment or have certain debts you must treat as a payment on installment obligations.

- | | | | |
|----|--|----|----------|
| 19 | Gross profit percentage (expressed as a decimal amount). Divide line 16 by line 18. For years after the year of sale, see instructions | 19 | 77.0579% |
| 20 | If this is the year of sale, enter the amount from line 17. Otherwise, enter -0- | 20 | 0 |
| 21 | Payments received during year (see instructions). Do not include interest, whether stated or unstated | 21 | 0 |
| 22 | Add lines 20 and 21 | 22 | 0 |
| 23 | Payments received in prior years (see instructions). Do not include interest, whether stated or unstated | 23 | 0 |
| 24 | Installment sale income. Multiply line 22 by line 19 | 24 | 0 |
| 25 | Enter the part of line 24 that is ordinary income under the recapture rules (see instructions) | 25 | 0 |
| 26 | Subtract line 25 from line 24. Enter here and on Schedule D or Form 4797 (see instructions) | 26 | 0 |

Part III Related Party Installment Sale Income. Do not complete if you received the final payment this tax year.

- 27 Name, address, and taxpayer identifying number of related party
- 28 Did the related party resell or dispose of the property ("second disposition") during this tax year? ☐ Yes ☐ No
- 29 If the answer to question 28 is "Yes," complete lines 30 through 37 below unless one of the following conditions is met. Check the box that applies.
- a ☐ The second disposition was more than 2 years after the first disposition (other than dispositions of marketable securities). If this box is checked, enter the date of disposition (mm/dd/yyyy) ►
- b ☐ The first disposition was a sale or exchange of stock to the issuing corporation.
- c ☐ The second disposition was an involuntary conversion and the threat of conversion occurred after the first disposition.
- d ☐ The second disposition occurred after the death of the original seller or buyer.
- e ☐ It can be established to the satisfaction of the IRS that tax avoidance was not a principal purpose for either of the dispositions. If this box is checked, attach an explanation (see instructions).
- | | | | |
|----|--|----|--|
| 30 | Selling price of property sold by related party (see instructions) | 30 | |
| 31 | Enter contract price from line 18 for year of first sale | 31 | |
| 32 | Enter the smaller of line 30 or line 31 | 32 | |
| 33 | Total payments received by the end of your 2011 tax year (see instructions) | 33 | |
| 34 | Subtract line 33 from line 32. If zero or less, enter -0- | 34 | |
| 35 | Multiply line 34 by the gross profit percentage on line 19 for year of first sale | 35 | |
| 36 | Enter the part of line 35 that is ordinary income under the recapture rules (see instructions) | 36 | |
| 37 | Subtract line 36 from line 35. Enter here and on Schedule D or Form 4797 (see instructions) | 37 | |

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered InTX - TexasCA - CaliforniaOK - OklahomaIL - IllinoisGA - GeorgiaMS - Mississippi

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2011

75-6000331

SCHEDULE 1

Page 3, Part IV--Capital Gains and Losses for Tax on Investment Income

Line 1--See Schedule 2 and Schedule 3

Line 2--Capital Gain Net Income or (Net Capital Loss):

	Sales Price	Basis	Gain/(Loss)
Short-term capital gain (Schedule 2)	7,979,004	8,135,376	(156,372)
Long-term capital gain (Schedule 3)	41,228,270	37,942,333	3,285,937
	<u>49,207,274 *</u>	<u>46,077,709</u>	<u>3,129,565 **</u>

*Reconciliation of Part I, Line 6b to Part IV, Line 1:

Page 1, Part I, Line 6b--Gross sales price for all assets on line 6a	49,303,235
Less nontaxable gain on partnership	0
Less UBI gain reported on 990-T	(95,961)
Plus partnership taxable gain not booked	0
Page 3, Part IV, Line 1(e)--Gross sales price	<u>49,207,274</u>

**Reconciliation of Net gain/(loss) from sale of assets to Capital gain net income:

Page 1, Part I, Line 6a--Net gain/(loss) from sale of assets	3,225,526
Less nontaxable gain on partnerships	0
Plus nondeductible loss on partnerships	0
Plus nondeductible loss on corporate bond	0
Plus UBI capital loss reported on 990-T	0
Less UBI capital gain on 990-T	(95,961)
Plus partnership taxable gain not booked	0
Plus non investment portion of loss on disposal of office equipment	0
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>3,129,565</u>

AMON G. CARTER FOUNDATION

Form 990-PF

December 31, 2011

75-6000331

SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Publicly traded securities		P	Var	Var 11			
Partnership	Apogee Fund, LP--per K-1				1,037,909		1,037,909
Partnership	Eiger Real Estate Holdings LLC--per K-1					669	(669)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				249,802		(249,802)
Partnership	Investable Emerging Markets Country Fund--per K-1				963,549		(963,549)
Partnership	Parallel 2005 Equity Fund, LP--per K-1				1,288		(1,288)
Partnership	PNL Institutional Partners, LP--per K-1				31,687		(31,687)
Partnership	VSS Communications Partners IV, LP--per K-1				235		(235)
Total to Schedule 1					<u>7,979,004</u>	<u>8,135,376</u>	<u>(156,372)</u>

AMON G. CARTER FOUNDATION

Form 990-PF

December 31, 2011

75-6000331

SCHEDULE 3

Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired Var	Date Sold Var 11	Sales Price	Basis	Gain (Loss)	FMV 12/31/69	Basis 12/31/69	Excess	Gain (Loss)
Publicly traded securities		P									
Corporation	9,739.713 TCELS Offshore Ltd.	P	10/29/07	2/10/11	9,253,240	10,000,000	(746,760)				(746,760)
Partnership	Apogee Fund, LP--per K-1				1,250,841		1,250,841				1,250,841
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				283,476		(283,476)				(283,476)
Partnership	Investable Emerging Markets Country Fund--per K-1				1,650,674		1,650,674				1,650,674
Partnership	Parallel 2005 Equity Fund, LP--per K-1				451,334		(451,334)				(451,334)
Partnership	Private Equity Partners I, LP--per K-1				98,597		(98,597)				(98,597)
Partnership	TSG4 LP--per K-1				34,196		34,196				34,196
Partnership	TSG5 LP--per K-1				185,070		185,070				185,070
Partnership	VSS Communications Partners IV, LP--per K-1				2,169		2,169				2,169
	Total to Schedule 1				41,228,270	37,942,333	3,285,937	0	0	0	3,285,937

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 4**Page 1, Part I--Dividends and Interest from Securities--Reconciliation of Column (a) and Column (b)**

Line 4, Column (a)--Dividends and LT inv interest per books	8,761,703
Plus taxable partnership dividends not booked	0
Plus taxable partnership interest not booked	2,006
Less dividend from partnership to be reported on 990-T	0
Less booked dividends from partnership not taxable	(4,117)
Less tax-exempt interest from partnership	(33,216)
Less interest from partnerships to be reported on 990-T	(223)
Line 4, Column (b)--Dividends and interest--Net investment income	<u>8,726,153</u>

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 5

Other Income	990-PF Part I, Col (a)	Plus Tax/Book Differences	Less Non Taxable Income	Less Amount To 990-T	990-PF Part I, Col (b)
Lease bonuses and delay rentals	1,552,766				1,552,766
Miscellaneous income	20,939				20,939
Misc inc--gain on sale of artwork	6,216,974		6,216,974		0
Oil and gas royalties	20,429,263				20,429,263
Other partnership income	(505,037)	(342,646)	66,294	(715,586)	(198,391)
Total, Page 1, Line 11	<u>27,714,905</u>	<u>(342,646)</u>	<u>6,283,268</u>	<u>(715,586)</u>	<u>21,804,577</u>

Taxes	990-PF Part I Col (a)	Non Deductible Taxes	Less Amount To 990-T	990-PF Part I Col (b)
Ad valorem tax--				
Oil and gas properties	500,588			500,588
Real estate properties	371,248			371,248
Federal excise tax	554,108	554,108		0
Federal income tax	0	0		0
Oil and gas production tax	1,240,546			1,240,546
Withheld foreign tax and other	(2,554)			(2,554)
Total, Page 1, Line 18	<u>2,663,936</u>	<u>554,108</u>	<u>0</u>	<u>2,109,828</u>

Other Expenses	990-PF Part I, Col (a)	Tax/Book Differences	Non Deductible Expense	990-PF Part I, Col (b)	990-PF Part I, Col (d)
Asset maintenance	57,261			32,117	25,144
Grant administrative expense	30,000				30,000
Meals and entertainment	47,895		23,948	7,487	16,460
Non deductible expense	6,425		6,425		
Office expense	86,750			65,222	21,528
Other investment expense	527			527	
Overriding royalties	25,488			25,488	
Partnership expense	2,408,048	35,091	636,759	1,806,380	
Total, Page 1, Line 23	<u>2,662,394</u>	<u>35,091</u>	<u>667,132</u>	<u>1,937,221</u>	<u>93,132</u>

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2011

75-6000331

SCHEDULE 6

	990-PF Part I, Col (a)	990-PF Part I, Col (b)	990-PF Part I, Col (d)
<u>Legal Fees</u>			
Legal counsel relating to contracts, general correspondence and litigation	26,733	14,703	12,030
Total, Page 1, Line 16a	<u>26,733</u>	<u>14,703</u>	<u>12,030</u>
<u>Accounting Fees</u>			
Audit	36,000	19,800	16,200
Tax return	4,000	2,200	1,800
Total, Page 1, Line 16b	<u>40,000</u>	<u>22,000</u>	<u>18,000</u>
<u>Other Professional</u>			
Computer consulting	15,495	8,522	6,973
Investment custodian fee	75,244	75,244	0
Investment management fee	388,377	388,377	0
Pension plan consulting	7,400	4,070	3,330
Real estate consulting and appraisal	10,050	10,050	0
Total, Page 1, Line 16c	<u>496,566</u>	<u>486,263</u>	<u>10,303</u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	44,996	24,748	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	30,152	0	0
Depletion (Schedule 7B)	664,992	664,992	0
Total, Page 1, Line 19	<u>740,140</u>	<u>689,740</u>	<u>0</u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2011

75-6000331

SCHEDULE 7

Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/11	2011 Depreciation	Accumulated Depreciation @ 12/31/11
<u>General Office Furniture & Equipment</u>								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	13,329	1,482	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,035	114	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	419	45	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,080	298	1,378
2007	DLP projector	20.00% SL	866	0	866	584	173	757
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	5,528	1,769	7,297
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	7,284	2,331	9,615
2008	Office remodeling	14.29% SL	149,324	0	149,324	53,345	21,338	74,683
2008	Television	20.00% SL	871	0	871	435	174	609
2008	Refrigerator	20.00% SL	974	0	974	488	195	683
2009	Office furnishings	14.29% SL	16,223	0	16,223	3,477	2,318	5,795
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	1,392	928	2,320
2010	Ford Taurus automobile	20.00% SL	29,636	0	29,636	3,704	5,927	9,631
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	988	7,904	8,892
			<u>512,332</u>	<u>50</u>	<u>512,282</u>	<u>324,307</u>	<u>44,996</u>	<u>369,303</u>

Accumulated Depreciation per Schedule 7

369,303

Rounding difference

(7)

Accumulated Depreciation to Part II, Balance Sheet End of Year

369,296

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2011

75-6000331

SCHEDULE 7A

Schedule of Depreciation:

Land, Buildings, and Equipment Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/11	2011 Depreciation	Accumulated Depreciation @ 12/31/11
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,959,551	23,380	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	1,229	819	2,048
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,004,576	24,199	2,028,775
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	86,319	5,953	92,272
			198,431	0	198,431	86,319	5,953	92,272
	Grand Total		2,397,490	131,367	2,266,123	2,090,895	30,152	2,121,047

Accumulated Depreciation per Schedule 7A

2,121,047

Rounding difference

(2)

Accumulated Depr to Part II, Balance Sheet Book Value End of Year

2,121,045

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 7B**Schedule of Cost Depletion**

Oil and Gas Interest	Production	Reserves	Basis	Depletion
Texas Co, Oklahoma				
Oil	15	1,196	17,310	218
Sweetwater Co, WY				
Gas	384	21,589	37,603	669
Lincoln Co, WY				
Oil	15	18,222	2,417	2
Duchesne Co, UT				
Oil	842	11,764	98,884	7,075
Gas	548	3,369	4,767	776
Lea Co, NM				
Gas	605	21,159	26,177	748
Fort Bend Co, TX				
Oil	392	88	834	834
Gas	6,095	110,459	196,517	10,843
Chavez et al Cos, NM				
Oil	184	7,527	68,428	1,675
Gas	53	14,494	12,252	45
Tuscaloosa Co, AL				
Gas	55,501	472,361	805,877	94,688
Ventura Co, CA				
Oil	29,184	87,226	1,128,844	377,683
Bossier Parish, LA				
Gas	65,303	310,494	807,044	169,736
				<u>664,992</u>

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2011

SCHEDULE 8

Schedule of U.S. Government and U.S. Government Agency Obligations

Description and Par Value		Interest Rate	Maturity	Cost or Other Basis	Market Value
Collateralized Mtg. Obligations					
FHLMC 2182 SE	544,863	Var %	05/28	7,890	9,328
FHLMC 2591 IY	3,261,307	5.000%	03/18	233,786	259,046
FHLMC 3282 C	220,386	6.000%	02/37	218,595	229,638
FNMA ARMS 770993	747,755	Var %	04/34	757,569	786,825
FNMA 94-50 F	883,837	Var %	03/24	900,057	894,134
FNMA 07-83 AB	1,162,264	Var %	08/37	1,185,509	1,346,575
FNMA 07-88 CI	8,998,750	Var %	09/37	1,242,601	1,142,931
FNMA 08-12 BE	486,939	5.500%	01/33	493,939	511,446
FNMA 10-9 AS	6,532,453	Var %	01/40	831,612	888,283
FNMA Aces 95-M2 N	96,011	1.054%	05/28	257	3
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,333,681
GSR MLT 04-12 2A3	2,016,668	Var %	12/34	1,633,495	1,541,985
Total Page 2, Part II, line 10a (b) & (c)				9,070,610	8,943,875

AMON G. CARTER FOUNDATION
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SCHEDULE 9

<u>Investments--Corporate Stocks Summary</u>	<u>Cost or Other Basis</u>	<u>Market Value</u>
Common and Preferred Stocks:		
Traded (Schedule 10)	47,124,787	122,971,268
Fisher Investments (Schedule 10A)	32,132,557	41,669,256
Non-traded--Mereken Land & Production Co.	<u>1</u>	<u>5,557,286</u>
Total Page 2, Part II, Line 10b (b)	<u>79,257,345</u>	
Total Page 2, Part II, Line 10b (c)		<u>170,197,810</u>

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2011

SCHEDULE 10

Schedule of Common Stocks--Traded

# of Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	1,544,054
90,000	Bank of America	654,251	500,400
50,000	BHP Billiton	794,985	3,531,500
100,000	Bristol Myers Squibb	1,796,890	3,524,000
15,000	Celgene	578,210	1,014,000
35,000	Chevron	1,869,643	3,724,000
9,000	Citigroup	3,055,500	236,790
85,000	Comcast	2,069,691	2,015,350
40,000	Du Pont De Nemours	1,581,750	1,831,200
52,806	Exxon Mobil	157,461	4,475,837
150,000	General Electric	208,825	2,686,500
50,000	Hartford Financial Services	1,100,194	812,500
30,000	Home Depot	1,152,000	1,261,200
50,000	Honeywell International	1,728,000	2,717,500
50,000	I.B.M. Corporation	1,336,528	9,194,000
25,000	Integrus Energy Group	827,922	1,354,500
66,000	JPMorgan Chase	1,899,913	2,194,500
60,000	Johnson & Johnson	198,897	3,934,800
69,202	Kraft Foods	370,511	2,585,387
120,000	Limited Brands	1,228,638	4,842,000
80,000	Microsoft	2,362,676	2,076,800
15,000	NYSE Euronext	1,137,361	391,500
80,000	Occidental Petroleum	919,200	7,496,000
90,000	Pepsico	423,708	5,971,500
105,000	Pfizer	622,813	2,272,200
100,000	Philip Morris Int'l	831,520	7,848,000
90,000	Procter & Gamble	320,034	6,003,900
70,000	Royal Bank Canada	1,660,400	3,567,200
50,000	Sandisk	2,248,735	2,460,500
20,000	Stryker	924,000	994,200
60,000	Target	1,682,400	3,073,200
25,000	TE Connectivity Ltd	598,645	770,250
70,000	Texas Instruments	2,088,657	2,037,700
12,550	Time Warner Cable	443,458	797,803
25,000	Tyco International Ltd	810,166	1,167,750
160,713	Unilever N.V.	246,958	5,523,706
120,000	United Technologies	664,795	8,770,800
25,000	UnitedHealth Group	1,298,375	1,267,000
27,890	Veolia Environnement	570,457	308,185
109,375	Vodafone Group PLC	512,327	3,065,781
17,500	Whirlpool	1,321,229	830,375
75,000	Worthington Inds	1,264,192	1,228,500
20,000	Zimmer Holdings	1,360,998	1,068,400
Total to Schedule 9		47,124,787	122,971,268

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2011

SCHEDULE 10A

Schedule of Fisher Investments

# of Shares	Description	Cost or Other Basis	Market Value
11,030	Anixter Intl Inc	361,657	657,829
19,238	Ascena Retail Group Inc	737,104	571,753
13,400	Avista Corp	247,354	345,050
3,870	Bio-Rad Laboratories Inc	213,509	371,675
27,405	Brinker International Inc	636,931	733,358
35,100	Brunswick Corp	181,744	633,906
28,400	Cabela's Inc	676,877	721,928
42,890	Callaway Golf Co	576,566	237,182
10,055	Children's Pl Retail Stores	248,047	534,122
9,604	Cimarex Energy Co	242,036	594,488
6,600	Cleco Corp	183,238	251,460
11,800	Cliffs Nat Res Inc	202,430	735,730
29,500	Colonial Properties Trust	595,294	615,370
8,030	Commercial Metals	108,632	111,055
12,095	Corn Products Int'l Inc	364,824	636,076
9,730	Corporate Office Properties Tr	435,639	206,860
11,715	Curtiss-Wright Corp	391,330	413,891
18,000	Cytec Industries Inc	641,460	803,700
34,500	East West Bancorp Inc	503,885	681,375
10,600	Esterline Technologies Corp	410,135	593,282
55,600	Fairchild Semiconductor Intl Inc	487,503	669,424
17,800	FEI Company	459,054	725,884
34,945	Finisar Corp	536,956	585,154
23,760	First Midwest Bancorp Inc	313,394	240,689
42,000	FirstMerit Corp	713,318	635,460
20,640	Gaylord Entertainment Co	615,754	498,250
27,905	Glacier Bancorp Inc	546,243	335,697
6,260	Gulfmark Offshore Inc	344,372	262,983
12,850	Helmerich & Payne	173,020	749,926
25,040	Horace Mann Educators	436,296	343,298
9,650	Idacorp Inc	300,408	409,256
35,775	Janus Capital Group Inc	276,855	225,740
12,645	Jarden Corp	294,757	377,833
20,500	Kansas City Southern	456,180	1,394,205
44,625	Key Energy Services Inc	649,239	690,349
22,830	Kulicke & Soffa Industries Inc	135,253	211,178
16,300	Lazard Ltd	655,082	425,593
18,900	Lincoln Elec Hldgs Inc	545,956	739,368
33,600	McDermott International Inc	360,222	386,736
13,400	Men's Wearhouse Inc	190,845	434,294
9,500	Mid America Apartment Cmnty Inc	505,375	594,225
11,665	MSC Industrial Direct Co	215,812	834,631
14,885	Mueller Industries	483,665	571,882

SCHEDULE 10A

Schedule of Fisher Investments

# of Shares	Description	Cost or Other Basis	Market Value
12,595	National Retail Pptys Inc	298,770	332,256
48,600	NCR Corp	697,945	799,956
3,220	Northwest Natural Gas Co	154,548	154,334
23,600	Oceaneering Intl Inc	229,568	1,088,668
40,000	Omnivision Technologies Inc	643,367	489,400
27,755	Orbital Sciences Corp	415,675	403,280
24,615	Parexel International Corp	577,843	510,515
7,570	Perrigo Co	140,872	736,561
18,180	Plexus Corp	352,771	497,768
19,785	Protective Life Corp	397,269	446,350
20,900	Raymond James Financial Inc	251,618	647,064
9,530	Regal Beloit Corp	389,532	485,744
12,000	Rowan Companies Inc	257,940	363,960
58,530	Sally Beauty Hldgs Inc	357,472	1,236,739
5,300	Schein, Henry Inc	104,411	341,479
14,100	Schnitzer Stl Inds Inc	728,354	596,148
15,100	Scotts Miracle-Gro Co	379,230	705,019
21,900	Senior Housing Pptys Tr	455,710	491,436
12,800	Sovran Self Storage Inc	602,591	546,176
17,345	Steris Corp	521,322	517,228
40,000	Stillwater Mining Co	445,358	418,400
16,200	SVB Finl Group	519,179	772,578
13,625	Swift Energy Co	589,247	404,935
15,600	Tech Data Corp	614,451	770,796
12,000	Teledyne Technologies Inc	173,668	658,200
9,300	Texas Industries	300,344	286,254
33,475	Titan Intl Inc	705,326	651,423
10,105	Toro Company	229,141	612,969
71,700	Triquint Semiconductor Inc	352,234	349,179
22,400	Waddell & Reed Finl Inc	598,089	554,848
20,565	Webster Finl Corp	472,242	419,320
12,900	Werner Enterprises Inc	235,599	310,890
11,665	Westamerica Bancorp	531,870	512,093
33,100	Wright Medical Group Inc	535,755	546,150
	Total Stocks	<u>31,913,562</u>	<u>41,450,261</u>
	Temporary Investment Fund	218,995	218,995
	BSDT--Late Money Dep Acct	0	0
	Cash--pending settlement	0	0
	Total Cash	<u>218,995</u>	<u>218,995</u>
	GRAND TOTAL (Schedule 9)	<u>32,132,557</u>	<u>41,669,256</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2011

SCHEDULE 11

Schedule of Corporate Bonds and Debentures

Par Value	Description	Interest Rate	Maturity	Cost or Other Basis	Market Value
114,435	AHM 04-4 M2	Var %	02/45	115,187	382
129,174	Banc Am Fdg Corp 05-8 4A19	Var %	01/36	129,173	120,932
2,000,000	Bank of America	5.490%	03/19	2,073,192	1,723,820
1,631,587	Chase Mtg Fin 05-S2 A25	5.500%	10/35	1,588,503	1,579,311
1,365,753	CHMAC 04-2 A2	6.000%	10/34	1,428,492	1,436,690
1,015,646	First Horizon Mtg 1-A-4	5.750%	05/37	1,015,012	845,241
511,772	First Plus Home Ln 98-2 M1	Var %	05/24	522,967	502,575
1,720,000	GMACM 06-J1 A-2	5.750%	04/36	1,714,356	1,440,362
2,000,000	Goldman Sachs Group	5.625%	01/17	2,123,188	1,961,180
1,000,000	Harley Davidson Funding	5.750%	12/14	1,045,402	1,079,580
664,751	HSBC ALO 06-2 1A2	6.000%	12/36	661,842	381,813
410,567	INDYMAC 06-AR13 A1	Var %	07/36	414,416	305,955
2,111,000	JP Morgan Chase 06-CB17 AM	5.464%	12/43	2,064,822	2,070,427
2,165,000	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	1,824,013	1,884,308
359,183	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	344,815	229,672
1,500,000	Kirkwood Meadows PUD	5.000%	05/13	1,499,092	1,501,935
2,000,000	Lorillard Tobacco	6.875%	05/20	2,020,198	2,234,880
929,309	Master ABST 05-AB1 A3B	Var %	11/35	854,964	931,270
723,822	Master ALT 03-5 3A1	6.000%	08/33	736,943	744,299
2,000,000	Merrill Lynch	Var %	10/14	2,000,000	1,968,240
2,500,000	Morgan Stanley	Var %	11/13	2,500,000	2,471,200
1,000,000	Morgan Stanley	5.750%	10/16	998,050	973,920
2,000,000	Morgan Stanley	Var %	08/17	2,000,000	1,715,500
2,000,000	Morgan Stanley	Step	08/20	2,000,000	1,821,220
2,000,000	Pacific Life Global	Var %	02/16	2,000,000	2,017,820
1,707,924	Renaissance Hm Eq 05-4 A3	Var %	02/36	1,673,766	1,485,706
1,000,000	RidgeWorth Seix High Yield I Fund			10,000,000	9,410,000
1,077,042	SARM 06-2 5A1	6.000%	03/36	1,076,874	676,329
2,000,000	SLM Corp	Var %	07/14	2,000,000	1,856,520
813,133	SURF 04-AA1 1A1	5.000%	10/34	792,795	821,541
2,500,000	SVB Financial Group	5.375%	09/20	2,544,118	2,561,200
1,340,000	Swiss Re Solutions Holding	7.000%	02/26	1,359,563	1,550,769
329,447	Wells Fargo Mtg 04-7 2A1	4.500%	07/19	327,800	335,677
Total Page 2, Part II, Line 10c (b) & (c)				53,449,543	50,640,274

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2011

SCHEDULE 12

Schedule of Real Estate

Description	Cost or Other Basis	Allowance for Depr./Depl.	Book Value	Market Value
<u>Tarrant County, Texas</u>				
City of Fort Worth:				
Everman Land	8,716,223	0	8,716,223	23,924,873
Jones Street Property	962,444	0	962,444	1,158,000
	<u>9,678,667</u>	<u>0</u>	<u>9,678,667</u>	<u>25,082,873</u>
Mineral Interests (Schedule 13)	<u>20,171,160</u>	<u>17,082,358</u>	<u>3,088,802</u>	<u>57,566,151</u>
	<u>29,849,827</u>	<u>17,082,358</u>		
Total Page 2, Part II, Line 11 (b)			<u>12,767,469</u>	
Total Page 2, Part II, Line 11 (c)				<u>82,649,024</u>

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING				
TEXAS				
Andrews County				
Grace, Terry, Sykes, Hitzelberger, & Wilcher	12	0	12	1,254
Clay County				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	5,904
Chappel #1	815	814	1	1
Crane and Ward Counties				
Gulf Estes Ranch	2,400	2,399	1	2,934
DeWitt and Gonzales Counties				
DuBose Gas Units	14,453	14,298	155	3,381
Ector County				
Cowden	98,000	97,999	1	839,343
Parker	7,000	6,997	3	316,614
Sands-Goldsmith	92,245	92,244	1	446,355
TXL	236,281	236,280	1	235,980
Fisher County				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
Fort Bend County				
Fort Bend County	420,598	234,924	185,674	123,222
Gaines County				
A.L. Wasson	451,000	450,998	2	17,327,229
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire: Klattenhoff	10,011	10,010	1	195,405
Mobil: A.R. Gillis	603	602	1	40,311
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	17,373
Hansford County				
Kaiser: White "B" Gas Unit	400	399	1	1
Johnson County				
Johnson County Farm	0	0	0	562,260
Loving County				
Gaspergou	0	0	0	239,730
Martin County				
Gulf: Glass	6,104	6,103	1	165,984
Jake Harmon--Yates, Carter	1	0	1	4,648,557
Moore County				
Bridges and Kelley	1,000	999	1	55,416
Moore and Sherman Counties				
Huber Gas Unit	1,000	999	1	4,575
Ochiltree County				
Texaco: Herndon	111	110	1	122,553
Helendale Properties: Tregallis	96	95	1	1

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
TEXAS				
Pecos County				
Winfield Units	800	799	1	1
Nutt	2	0	2	271,107
Roberts County				
Quinduno	345,000	344,999	1	884,880
Stonewall County				
Brown "A"	328	327	1	46,752
Tamarack--A.G.C. Foundation	164	163	1	1
Tarrant County				
Eagle Mountain Ranch	0	0	0	2,813,097
Benbrook	0	0	0	32,739
Eastside	0	0	0	894,930
Everman	0	0	0	4,930,191
Lake Country	0	0	0	4,028,757
North Farm	0	0	0	66,942
Upshur County				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	12,918
Upton County				
Anna Wells and Clara Hill--Brennand	963	961	2	258,237
Van Zandt County				
Parker, Estes, & Campbell Gas Units	9,542	9,541	1	1
Turner Gas Unit	7,214	7,213	1	1
Ward County				
F.H. Scott	1,145	1,144	1	45,096
Adobe: Gurney, Barstow, & Williams	99	98	1	57,939
Winkler County				
M.E. Crum	121,733	121,732	1	38,052
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	313,863
Amburgey	4,368	4,367	1	45
Carter State	441	440	1	1
ALABAMA				
Tuscaloosa County	1,881,981	1,170,792	711,189	590,085
CALIFORNIA				
Ventura County				
Edison & RBU-C. Secondary	5,381,594	4,630,433	751,161	10,385,958
LOUISIANA				
Bossier Parish	2,005,286	1,367,979	637,307	779,025
Jackson Parish				
Vernon Field	225,923	225,923	0	118,788

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL AND GAS ROYALTIES--PRODUCING (Continued)</u>				
<u>NEW MEXICO</u>				
<u>Chavez, Lea & Roosevelt Counties</u>				
Chavez et al	106,907	27,947	78,960	45,225
<u>Lea County</u>				
Allison Federal Com	41,724	16,294	25,430	6,663
<u>OKLAHOMA</u>				
<u>Texas County</u>				
N.E. Rice Unit	27,026	9,934	17,092	3,777
<u>UTAH</u>				
Duchesne & Uintah Counties	162,142	66,342	95,800	192,276
<u>WYOMING</u>				
<u>Lincoln County</u>				
N. Anderson Canyon, South Hogsback	88,622	86,207	2,415	58,761
<u>Sweetwater County</u>				
Brehm, Huber	81,048	44,114	36,934	10,065
	<u>12,011,495</u>	<u>9,469,324</u>	<u>2,542,171</u>	<u>52,240,561</u>
<u>OVERRIDING ROYALTIES--PRODUCING</u>				
<u>TEXAS</u>				
<u>Atascosa County</u>				
Urbanczyk & Richter	107,870	107,869	1	22,179
<u>Ector County</u>				
Johnson Unit	1	0	1	46,683
<u>Moore County</u>				
James C. Wilson	5,000	4,999	1	1
<u>Winkler County</u>				
J.B. Walton & Holt	7,243,850	7,243,849	1	2,293,506
<u>NEW MEXICO</u>				
<u>Lea County</u>				
Hill	221,344	221,343	1	376,107
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>2,738,476</u>
<u>OIL PAYMENTS--PRODUCING</u>				
Owenwood Pool, et al	499,898	0	499,898	2,587,128

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL PAYMENTS--NON PRODUCING				
TEXAS				
Reagan County				
University	27,336	24,954	2,382	2,382
OIL AND GAS LEASES--NON PRODUCING				
TEXAS				
Ector County				
Johnson "B"	1	0	1	1
OIL AND GAS ROYALTIES--NON PRODUCING				
TEXAS				
Clay County	2,760	0	2,760	2,760
Ector County	3,406	0	3,406	3,406
Gaines County	9,764	2,610	7,154	7,154
Hamilton & Coryell	10,485	0	10,485	10,485
Montague County	268	0	268	268
Reeves County	1,280	0	1,280	1,280
Stonewall & King Counties	1,478	0	1,478	1,478
Tarrant County	1	0	1	1
Winkler County	16,746	7,124	9,622	9,622
FLORIDA				
Dixie & Gilchrist Counties	7,890	0	7,890	7,890
NEW MEXICO				
Roosevelt County	287	286	1	1
	54,365	10,020	44,345	44,345
Less: Estimated excess of book value of non-producing properties over market				(46,742)
TOTAL MINERAL INTEREST (to Sch 12)	20,171,160	17,082,358	3,088,802	57,566,151

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2011

SCHEDULE 14

Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	14,591,310	16,035,477
Bravo Equity Partners II, LP	20-4047563	1,697,251	1,559,254
Carter Distribution Center I, LP	74-3230989	(920,069)	0
CT Capital Partners, LP	75-2660759	544,061	0
Eiger Holdco LLC	26-2635312	999,989	2,970,000
Eiger Real Estate Holdings LLC	27-2757020	4,204	0
Emerson Farm Investments, Ltd	38-3641874	1,149,558	972,136
Emerson Promontory Point, Ltd	27-3022941	577,982	518,792
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	9,444,167	9,265,867
FW River Plaza, LP	26-1525419	1,318,244	968,582
Gardens of Connemara, Ltd	20-1629143	195,091	258,290
LKCM Headwater Investments I, LP	27-3519379	(390)	0
LKCM Radio Group, LP	41-2051542	623,133	2,697,358
Montgomery Farm Garden District, Ltd	20-0382437	2,654,661	2,566,344
NOR Partners, LP	26-2750423	1,784,027	1,784,027
Parallel 2005 Equity Fund, LP	33-1127528	3,088,722	4,342,352
PEP-Nova Media Partners, LP	20-2226126	43,152	59,637
PNL Institutional Partners, LP	56-2510294	2,541,268	1,271,230
PTV Sciences II, LP	20-4736917	6,073,289	8,180,601
Sofinnova Venture Partners VIII, LP	45-2662873	115,994	115,994
Spindletop Healthcare Capital, LP	90-0658226	2,532	39,216
T/E Centreport Tech, Ltd	75-2735072	263,876	984,638
T/E Promontory Point, Ltd	75-2884764	45,005	0
T/E Waterview, LP	75-2750415	0	0
TEPCO MLP, Ltd	75-2803438	814,614	0
TSG4 LP	30-0045316	6,569,335	11,220,064
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	15,397,284	22,888,411
TV Melograno Apartments, LP	20-4839079	0	0
VSS Communications Partners IV, LP	20-1631204	4,049,053	3,684,528
290 Land Investments, LP	26-1188206	2,922,690	1,005,393
		<u>76,590,136</u>	<u>93,388,191</u>
Other:			
Adtech Global Corporation		1,000,000	1,000,000
Global Undervalued Securities Fund, Ltd		9,000,000	16,037,816
LKCM Private Discipline International		5,000,000	5,625,442
Overseas CAP Partners, Inc		5,000,000	4,928,934
Paulson Credit Opportunities, Ltd Fund		10,000,000	12,980,651
Total Page 2, Part II, Line 13 (b) & (c)		<u>106,590,136</u>	<u>133,961,034</u>

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 15**Schedule of Land, Buildings, and Equipment**

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Held for charitable purposes--Amon Carter Museum See Schedule 15A	2,397,489	(2,121,045)	276,444
General office furniture and equipment See Schedule 15B	<u>512,333</u>	<u>(369,296)</u>	<u>143,037</u>
	<u>2,909,822</u>	<u>(2,490,341)</u>	
Total Page 2, Part II, Line 14 (b)			<u>419,481</u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2011

75-6000331

SCHEDULE 15A

Land, Buildings, and Equipment
Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/11	2011 Depreciation	Accumulated Depreciation @ 12/31/11
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,959,551	23,380	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	1,229	819	2,048
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,004,576	24,199	2,028,775
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	86,319	5,953	92,272
			198,431	0	198,431	86,319	5,953	92,272
	Grand Total		2,397,490	131,367	2,266,123	2,090,895	30,152	2,121,047

Summary:

Basis	2,397,490
Rounding difference	(1)
	2,397,489
Less: Accumulated Depreciation	(2,121,047)
Rounding difference	2
	(2,121,045)
	276,444

SCHEDULE 15B

Land, Buildings, and Equipment
General Office Furniture and Equipment

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/11	2011 Depreciation	Accumulated Depreciation @ 12/31/11
General Office Furniture & Equipment								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	13,329	1,482	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,035	114	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	419	45	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,080	298	1,378
2007	DLP projector	20.00% SL	866	0	866	584	173	757
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	5,528	1,769	7,297
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	7,284	2,331	9,615
2008	Office remodeling	14.29% SL	149,324	0	149,324	53,345	21,338	74,683
2008	Television	20.00% SL	871	0	871	435	174	609
2008	Refrigerator	20.00% SL	974	0	974	488	195	683
2009	Office furnishings	14.29% SL	16,223	0	16,223	3,477	2,318	5,795
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	1,392	928	2,320
2010	Ford Taurus automobile	20.00% SL	29,636	0	29,636	3,704	5,927	9,631
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	988	7,904	8,892
				50	512,282	324,307	44,996	369,303

Summary:

Basis	512,332
Rounding difference	1
	512,333
Accumulated Depreciation	(369,303)
Rounding difference	7
Total to Schedule 15	(369,296) 143,037

SCHEDULE 16

Other Assets	December 31 2010	December 31 2011	Market Value
Prepaid federal excise tax	28,397	0	0
Prepaid federal income tax	108,690	108,690	108,690
Prepaid pension plan cost	0	0	0
Interest purchased on bonds	11,198	7,049	7,049
Club membership	5,000	5,000	5,000
* Assets held for charitable purposes:			
Amon Carter Museum	46,547,793	49,064,767	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>46,951,078</u>	<u>49,435,506</u>	
Total, Page 2, Part II, Line 15 (c)			<u>120,739</u>

Other Liabilities		
Federal excise tax payable	0	25,711
Federal income tax payable	0	0
Unrealized gross profit on installment sales	<u>2,267,641</u>	<u>2,267,641</u>
Total, Page 2, Part II, Line 22 (a) & (b)	<u>2,267,641</u>	<u>2,293,352</u>

Analysis of Changes in Net Worth	
Other increases not included in line 2:	
2009 grant check not cashed by donee	1,000
Rounding	<u>1</u>
Total Page 2, Part III, Line 3	<u>1,001</u>
Decreases not included in Line 2:	
	<u>0</u>
Total Page 2, Part III, Line 5	<u>0</u>

* The Amon G. Carter Foundation owns a collection of paintings, works on paper, and photographs which are on long-term loan to the Amon Carter Museum. The Museum uses the objects to further their mission to collect, preserve, and exhibit the finest examples of American art, and to serve an educational role through exhibitions, publications and programs devoted to the study of American art.

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2011

75-6000331

SCHEDULE 17

Officers, Directors, Trustees, Foundation Managers
and their compensation, if any, for 2011:

Name and Address	Title/ Time Devoted	Compensation	Contributions to Employee Benefit Plans	Expense Account, Other Allowances
Ruth Carter Stevenson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	President/ 3-5 hrs/wk	None	None	None
Robert W. Brown, M.D.* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Vice-Pres./ 3-5 hrs/wk	None	None	None
Sheila B. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Secretary/ 3-5 hrs/wk	None	None	None
Mark L. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Treasurer/ 3-5 hrs/wk	None	None	None
Kate Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Director/ 3-5 hrs/wk	None	None	None
W. Patrick Harris 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	413,552	39,068	11,422
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	414,157	33,953	12,882
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	179,000	9,583	409
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		1,006,709	82,604	24,713

*Director

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Education			
Austin College	Sherman, TX	Capital support	200,000
Bobby Bragan Youth Foundation		Operating support	25,000
Bobby Bragan Youth Foundation		Event underwriting	4,500
Cassata High School		Media Center project	50,000
Come Read With Me	Eules, TX	Operating support	5,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	15,000
Davey O'Brien Foundation		Marketing support	20,000
Davey O'Brien Foundation		Event underwriting	6,027
Educational First Steps	Dallas, TX	Program expansion	25,000
Fort Worth Academy		Facility maintenance	100,000
Fort Worth Country Day School		Capital support	875,000
Fort Worth Country Day School		Summer Breakthrough program	5,000
Fort Worth Independent School District		Scholarship program	5,000
Furman University	Greenville, SC	Recruitment program	50,000
Hillsdale College	Hillsdale, MI	Scholarship program	200,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Honorable Character		Operating support	20,000
I Have a Dream Foundation		Operating support	10,000
Impossible Possibilities		Operating support	5,000
Kinderplatz of Fine Arts		Operating support	9,200
Learning Center of North Texas, Inc.		Teacher training program	75,000
Marion J. and Marie N. Brooks Fund		Laptop computer program	25,000
National Center for Youth Issues	Chattanooga, TN	Event underwriting	35,000
North Texas Courage and Renewal		Teacher enrichment program	20,000
Saint Andrew Catholic School		Technology project	20,000
Score a Goal in the Classroom		Operating support	20,000
Southwestern Exposition and Livestock Show		Capital support	50,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
STAR Sponsorship Program		Scholarship support	25,000
Tarrant County College		President's Fund	4,000
Texas Christian University		Stadium renovation	3,000,000
Texas Christian University		Brite Divinity School capital	150,000
Texas Christian University		Scholarship support	28,740
Texas Christian University		Research program	20,000
Texas Christian University		Music festival	4,340
Texas Christian University		Chancellor's Fund	4,000
Texas Christian University		Event underwriting	1,580
Texas Wesleyan University		Capital support	150,000
Texas Wesleyan University		President's Fund	4,000
Trinity Christian Academy	Willow Park, TX	Capital support	150,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
University of Texas at Arlington	Arlington, TX	School of Social Work pilot	425,000
University of Texas at Austin	Austin, TX	College of Communications	50,000
University of Texas at Austin	Austin, TX	College of Fine Arts	50,000
University of Texas at Austin	Austin, TX	McDonald Observatory program	15,000
Subtotal Education			<u>6,016,387</u>

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 18
SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Health and Medicine			
All Saints Health Foundation		Event underwriting	8,970
American Heart Association		Event underwriting	24,100
Autism Treatment Center	Dallas, TX	Event underwriting	2,000
Brazelton Touchpoints Center	Boston, MA	Distance learning support	50,000
Children's Eye Foundation	Grapevine, TX	Visual screening device purchase	30,000
Community Hospice of Texas		Office relocation	50,000
Cook Children's Medical Center		Children's medical camps	55,500
Cowtown Concourse for the Cure		Event underwriting	2,500
Foundation Fighting Blindness	Denver, CO	Research support	50,000
Jewel Charity		Event underwriting	25,000
Lucile Packard Children's Hospital	Palo Alto, CA	Research support	170,000
Mental Health Association of Tarrant County		Facility refurbishment	25,000
Mother's Milk Bank of North Texas		Facility relocation	25,000
National Jewish Health	Denver, CO	Conference underwriting	25,000
Neuro Assistance Foundation	Euless, TX	Equipment purchase	25,000
Partners Together for Health		Patient satisfaction initiative	50,000
Proyecto Huasteco, Inc.		Medical mission trip	5,000
RB Eye Foundation		Event underwriting	2,500
Research and Education Institute of Texas Health Resources		Medical education support	25,000
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Spirit Horse Therapeutic Riding	Corinth, TX	Operating support	25,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Tarrant County Academy of Medicine		Volunteer physician pilot	200,000
University of North Texas Health Science Center		Capital support for lab	100,000
University of Texas Health Science Center at Tyler	Tyler, TX	Research support	220,000
Subtotal Health and Medicine			<u>1,220,570</u>
Humanities and Arts			
Allied Theatre Group		Marketing support	45,000
Amon Carter Museum		Operating support	8,713,995
Amphibian Productions		Operating support	10,000
Artes de la Rosa		Operating support	5,000
Arts Council of Fort Worth and Tarrant County		Interactive website	35,000
Ballet Concerto		Program underwriting	5,000
Blue Shoe Project	Colleyville, TX	Operating support	5,000
Botanical Research Institute of Texas		Staff expansion	45,000
Casa Manana		Facility improvement	50,000
Circle Theatre		Facility improvement	45,000
Fort Worth Museum of Science and History		Capital support	250,000
Fort Worth Museum of Science and History		Event underwriting	12,210
Fort Worth Nature Center Conservancy		Operating support	20,000
Fort Worth Opera Association		Operating support	50,000
Fort Worth Symphony Orchestra		Operating support	100,000
Fort Worth Symphony Orchestra		Strategic planning	35,000
Fort Worth Zoological Association		Capital support	100,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Humanities and Arts (continued)			
Fort Worth Zoological Association		Event underwriting	10,000
Hip Pocket Theatre		Facility improvement	15,000
Jubilee Players, Inc.		Operating support	25,000
Jubilee Players, Inc.		Event underwriting	2,500
Kids Who Care		Website development	35,000
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	5,000
NAACP-ACT SO		Event underwriting	2,000
National Cowgirl Museum and Hall of Fame		Exhibit underwriting	25,000
National Cowgirl Museum and Hall of Fame		Event underwriting	2,900
Performing Arts Fort Worth		Children's educational program	25,000
Streams and Valleys, Inc.		Capital support	25,000
Streams and Valleys, Inc.		General support	10,000
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Ballet Theatre		Operating support	50,000
Texas Ballet Theatre		Event underwriting	2,500
Texas Boys Choir		Operating support	3,000
Texas Girls Choir		Operating support	3,000
Van Cliburn Foundation		50th Anniversary underwriting	75,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>9,874,105</u>
Social Services			
A Wish with Wings	Arlington, TX	Event underwriting	2,000
AIDS Outreach Center		Facility improvement	30,000
Alex Fund	New York, NY	Operating support	5,000
Alzheimer's Association--North Central Texas Chapter		Office relocation	50,000
American Humane Association	Washington, DC	Event underwriting	4,152
American Red Cross-Chisholm Trail Chapter		Facility improvement	60,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Program expansion	100,000
Boys and Girls Club of Greater Fort Worth		Operating support	3,800
Boy Scouts of America--Longhorn Council		Event underwriting	4,800
Cancer Care Services		Marketing support	25,000
Catholic Charities--Diocese of Fort Worth		Program expansion	100,000
CASA of Tarrant County		Marketing support	50,000
Child Study Center Foundation		Children's care fund	25,000
Circle of Friends	Colleyville, TX	Operating support	5,000
Communities in Schools of Greater Tarrant County		Program expansion	165,000
Community Food Bank		Refrigerated truck	80,000
Cornerstone Assistance Network		Operating support	60,000
Day Resource for the Homeless		Operating support	50,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Don't Forget to Feed Me		Operating support	5,000
First Tee Fort Worth		Capital support	250,000
Gary Patterson Foundation		Event underwriting	5,500
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2011

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SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Social Services (continued)			
Gladney Center for Adoption		Program expansion	75,000
Helping Restore Ability	Arlington, TX	Program expansion	75,000
Hope Prison Ministries		Program expansion	75,000
Housing Opportunities of Fort Worth		Operating support	30,000
Just Say Yes--Youth Equipped to Succeed	Dallas, TX	Operating support	30,000
Ladder Alliance		Program expansion	20,000
Lena Pope Home		Program expansion	75,000
Love Never Fails		Operating support	25,000
Meals on Wheels of Tarrant County		Operating support	25,000
New Day Services for Children		Program expansion	50,000
Northside Inter-Church Agency		Operating support	25,000
Parenting by Design		Curriculum publication	10,000
Parenting Center		Facility improvement	35,000
Presbyterian Night Shelter		Facility improvement	50,000
Promise House	Dallas, TX	Matching support	14,000
Promise to Protect	Knoxville, TN	Operating support	50,000
Rookie League Baseball:			
Archdale-Trinity YMCA	Trinity, NC	Special program	3,000
Batters Up USA	Lake Park, FL	Special program	5,000
Brewton Area YMCA	Brewton, AL	Special program	3,000
City of Monroeville	Monroeville, AL	Special program	7,500
Clinton County YMCA	Clinton, SC	Special program	3,000
Miracle League of DFW	Arlington, TX	Special program	10,000
Tuscaloosa Central YMCA	Tuscaloosa, AL	Special program	2,000
University Little League		Special program	12,000
USAO Foundation	Chickasha, OK	Special program	10,000
West Side Little League		Special program	12,000
Western Hills Little League		Special program	7,500
Safe Haven of Tarrant County		Facility improvement	50,000
Salvation Army--Tarrant County Command		Operating support	2,000
Star Telegram Charities, Inc.		Goodfellows Fund	5,000
Tarrant County		Prisoner education pilot	175,000
Tarrant Area Food Bank		Program expansion	25,000
Tarrant County Samaritan Housing		Facility improvement	50,000
Tarrant County Youth Collaboration		Special program	50,000
Tarrant Net		Special program	25,000
Texas Loves Children	Dallas, TX	Matching program	100,000
United Way of Metropolitan Tarrant County		Annual campaign support	125,000
Unlock Ministries		Capital support	65,000
The WARM Place		Operating support	50,000
WestAid		Office relocation	25,000
Wings of Hope Equitherapy	Burleson, TX	Facility improvement	25,000
Wings of Hope Equitherapy	Burleson, TX	Event underwriting	2,500
Women's Center		Educational video underwriting	120,000
Women's Center		Event underwriting	4,250
YWCA of Fort Worth and Tarrant County		Facility improvement	25,000
Subtotal Social Services			<u>2,750,002</u>

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Miscellaneous			
American Quarter Horse Foundation	Amarillo, TX	Operating support	250,000
Colonial Charitable Foundation		Event underwriting	4,750
Community Foundation of North Texas		Special program	50,000
Downtown Fort Worth Initiatives, Inc.		Park planning	74,000
East West Institute	New York, NY	Event underwriting	30,000
Fort Worth Chamber Foundation		Special program	15,000
Fort Worth Police Historical Association		Centennial badge program	10,000
Fort Worth Promotion and Development Fund		Event underwriting	3,000
Foundation for Advertising Education	Dallas, TX	Event underwriting	2,500
Junior League of Fort Worth		Event underwriting	2,500
Kappa Alpha Theta Fort Worth Foundation		Event underwriting	2,500
Leadership Fort Worth		Event underwriting	1,500
Mayfest, Inc.		Event underwriting	20,000
Multicultural Alliance		Event underwriting	1,900
National Center for Policy Analysis	Dallas, TX	Technology support	25,000
North Texas Christian Foundation		Operating support	25,000
Partners for Sacred Places	Philadelphia, PA	Operating support	20,000
Safe City Commission		Special program	20,000
Southeast Fort Worth		Operating support	15,000
St. Patrick Cathedral		Capital support	225,000
World Affairs Council of Dallas Fort Worth	Dallas, TX	Event underwriting	20,000
Subtotal Miscellaneous			817,650
GRAND TOTAL			20,678,714

Address of donee is Fort Worth, Texas unless otherwise indicated.

None of the donees are related to the Amon G. Carter Foundation through common board membership.

None of the donees are private foundations.

AMON G. CARTER FOUNDATION

75-6000331

From 990-PF

Year Ended December 31, 2011

SCHEDULE 19

Grants Approved for Future Payment	December 31 2011
All Church Home for Children	\$ 500,000
Camp Summit (Dallas, TX)	100,000
Cancer Care Services	25,000
Cook Children's Medical Center	2,000,000
College for All Texans	50,000
Cultural District Development Initiatives, Inc.	30,000
Dallas Theological Seminary	15,000
Discalced Carmelite Monastery (Arlington, TX)	38,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	426,000
Downtown Fort Worth Initiatives, Inc. (Kennedy Tribute)	25,000
Fort Worth Chamber Foundation (Children's Garden)	125,000
Fort Worth Museum of Science and History	50,000
Fort Worth Nature Center Conservancy	20,000
Fort Worth Opera Association	50,000
Fort Worth Partnership for Community Development	50,000
Fort Worth Symphony Orchestra	100,000
HOPE Farm	150,000
Impossible Possibilities	5,000
James L. West Alzheimer Center	500,000
Meals on Wheels of Johnson and Ellis Countries (Cleburne, TX)	100,000
National Center for Policy Analysis	25,000
North Texas Christian Foundation	25,000
Performing Arts Fort Worth	25,000
Ronald McDonald House	500,000
Schola Cantorum	10,000
Southeast Fort Worth	15,000
Southwestern Exposition and Livestock Show (NCAA Bid)	50,000
St. Patrick Cathedral	325,000
STAR Sponsorship Program	10,000
Streams and Valleys, Inc.	100,000
Teach for America	100,000
Texas Ballet Theatre	50,000
Texas Christian University (Stadium Renovation)	19,000,000
Texas Christian University (Equestrian Program)	1,000,000
Texas Christian University--Brite Divinity School	25,000
Texas Health Harris Methodist Foundation	500,000
Union Gospel Mission	500,000
United Way of Metropolitan Tarrant County	100,000
University of North Texas Health Science Center	150,000
University of North Texas Health Science Center (MD Program)	1,500,000
University of Texas at Austin--McDonald Observatory	15,000
University of Texas Health Science Center at Tyler	100,000
Uplift Education	250,000
Van Cliburn Foundation	25,000
Total Page 11, Part XV, Line 3b	<u>\$ 28,759,000</u>

Address of donee is Fort Worth, Texas unless otherwise indicated.

None of the donees are related to the Amon G. Carter Foundation through common board membership.

None of the donees are private foundations.

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2011

SCHEDULE 20

Page 8, Part X--Marketability Discount Claimed in Calculation of FMV of Securities

Mereken Land & Production:

110 common shares at FMV before discount	<u>6,174,762</u>
	6,174,762
Line 1e--Marketability discount claimed--10%	617,476

The 110 shares represent 20% of the total issued and outstanding common stock of Mereken L&P.

The marketability discount is claimed because the securities could only be liquidated in a reasonable period of time at a price less than fair market value because Mereken L&P is a closely held corporation.

AMON G. CARTER FOUNDATION

Form 990-PF

75-6000331

*Year Ended December 31, 2011

SCHEDULE 21

Reconciliation of Part XVI-A, Line 13 to Part I, Line 12, Column (a)

Page 12, Part XVI-A, Line 13	39,743,754
Less Page 1, Part I, Line 5b	(14,309)
Plus Page 1, Part I, Line 5a	<u>65,616</u>
Page 1, Part I, Line 12, Column (a)	<u><u>39,795,061</u></u>