Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2011

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

Name of foundation: ANDREA WAITT CARLTON FAMILY FOUNDATION

A Employer identification number: 86-0910220

Number and street (or P O box number if mail is not delivered to street address): PO BOX 58389

Room/suite:

B Telephone number: 615-873-4142

City or town, state, and ZIP code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 51,167,516.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(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 ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	183,584.	183,584.		STATEMENT 1
	4	Dividends and interest from securities	295,371.	295,371.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,843,898.			
	b	Gross sales price for all assets on line 6a 1,502,636.				
	7	Capital gain net income (from Part IV, line 2)		1,843,898.		
	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	118,421.	118,421.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,441,274.	2,441,274.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	209,917.	18,814.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	22,561.	3,168.		0.
	16a	Legal fees STMT 4	16,819.	0.		0.
	b	Accounting fees STMT 5	37,401.	0.		0.
	c	Other professional fees STMT 6	129,934.	129,934.		0.
	17	Interest	1,376.	1,376.		0.
	18	Taxes STMT 7	62,820.	17,660.		0.
	19	Depreciation and depletion	37,752.	37,752.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	285,126.	227,588.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	803,706.	436,292.		0.
	25	Contributions, gifts, grants paid	2,535,050.			2,535,050.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,338,756.	436,292.		2,535,050.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<897,482.>			
	b	**Net investment income** (if negative, enter -0-)		2,004,982.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	33,654.	43,973.	43,973.
	2	Savings and temporary cash investments	3,446,627.	998,624.	998,624.
	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 STMT 9	2,115,065.	2,438,518.	2,936,484.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	34,524,125.	35,705,893.	47,151,685.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	1,769.	36,750.	36,750.
	16	**Total assets** (to be completed by all filers)	40,121,240.	39,223,758.	51,167,516.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	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	40,121,240.	39,223,758.	
	30	**Total net assets or fund balances**	40,121,240.	39,223,758.	
	31	**Total liabilities and net assets/fund balances**	40,121,240.	39,223,758.	

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	40,121,240.
2	Enter amount from Part I, line 27a	2	<897,482.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	39,223,758.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,223,758.

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	1,502,636.		1,240,978.	1,843,898.

	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				1,843,898.

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 1,843,898.

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	2,165,305.	51,435,418.	.042098
2009	1,668,208.	46,069,176.	.036211
2008	2,670,987.	53,083,891.	.050316
2007	3,756,286.	53,817,395.	.069797
2006	2,181,087.	44,233,657.	.049308

2	Total of line 1, column (d)	2	.247730
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	.049546
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	53,991,742.
5	Multiply line 4 by line 3	5	2,675,075.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,050.
7	Add lines 5 and 6	7	2,695,125.
8	Enter qualifying distributions from Part XII, line 4	8	2,535,050.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling 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 ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	40,100.
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	40,100.
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	40,100.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	44,554.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	64,554.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	4.
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	24,450.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		24,450. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN, DE			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ N/A

14 The books are in care of ▶ SPENCE MANERS, CPA Telephone no ▶615-873-4142

Located at ▶P.O. BOX 58389, NASHVILLE, TN ZIP+4 ▶37205

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A 1b

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X (No)

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? ☐ Yes ☒ No

If "Yes," list the years ▶ ________, ________, ________, ________

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ________, ________, ________, ________

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 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 3b

			Yes	No
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

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		209,917.	8,887.	13,161.

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	52,532,595.
b	Average of monthly cash balances		1b	2,281,356.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	54,813,951.
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	54,813,951.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	822,209.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	53,991,742.
6	**Minimum investment return.** Enter 5% of line 5		6	2,699,587.

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	2,699,587.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 40,100.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	40,100.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,659,487.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,659,487.
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	2,659,487.

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	2,535,050.
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	2,535,050.
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	2,535,050.

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					2,659,487.
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	904,957.				
c From 2008	19,753.				
d From 2009					
e From 2010					
f Total of lines 3a through e		924,710.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,535,050.					
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					2,535,050.
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).)		124,437.			124,437.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		800,273.			
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		800,273.			
10 Analysis of line 9					
a Excess from 2007	780,520.				
b Excess from 2008	19,753.				
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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))

ANDREA WAITT CARLTON

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14 N/A	NONE	PUBLIC CHARITY		2,535,050.
Total			▶ 3a	2,535,050.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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	183,584.	
4 Dividends and interest from securities			14	295,371.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	75,465.	42,956.
8 Gain or (loss) from sales of assets other than inventory			18	1,843,898.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,398,318.	42,956.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,441,274.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee | 11/14/2012 Date | ▶ E.D. Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID A. CRAIG	David A. Craig CPA	11/13/12		P00542227

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 100 PEABODY PLACE - SUITE 800
MEMPHIS, TN 38103-3626

Phone no 901-322-6700

CONTINUATION FOR 990-PF, PART IV
ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220 PAGE 1 OF 3

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	CLAYTON, DUBILIER, & RICE FUND VII, LP	P	VARIOUS	VARIOUS
b	MHR INSTITUTIONAL PARTNERS II, LP	P	VARIOUS	VARIOUS
c	MHR INSTITUTIONAL PARTNERS III, LP	P	VARIOUS	VARIOUS
d	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P	VARIOUS	VARIOUS
e	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P	VARIOUS	VARIOUS
f	NEWPORT ASIA INSITUTIONAL FUND, LP		VARIOUS	VARIOUS
g	PALO ALTO FUND II, LP		VARIOUS	VARIOUS
h	PALO ALTO FUND II, LP		VARIOUS	VARIOUS
i	UBTI FREE LP		VARIOUS	VARIOUS
j	UBTI FREE LP		VARIOUS	VARIOUS
k	TCW ENERGY FUND XC-NL, LP		VARIOUS	VARIOUS
l	TCW ENERGY FUND XIV-A, LP		VARIOUS	VARIOUS
m	TCW ENERGY FUND XIV-A, LP		VARIOUS	VARIOUS
n	WELLINGTON TRUST CO		VARIOUS	VARIOUS
o	WELLINGTON TRUST CO		VARIOUS	VARIOUS

	(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				69,993.
b				16,749.
c				87,875.
d				26,657.
e				32,761.
f				13,494.
g				8,048.
h				214.
i				267,351.
j				<16,434.>
k				28,927.
l				73,618.
m				132.
n				615,165.
o				12,992.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				69,993.
b				16,749.
c				87,875.
d				26,657.
e				32,761.
f				13,494.
g				8,048.
h				214.
i				267,351.
j				<16,434.>
k				28,927.
l				73,618.
m				132.
n				615,165.
o				12,992.

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	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	

CONTINUATION FOR 990-PF, PART IV
ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220 PAGE 2 OF 3

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	MHR INSTITUTIONAL PARTNERS II, LP - SEC 1256 GAIN	P	VARIOUS	VARIOUS
b	MHR INSTITUTIONAL PARTNERS III, LP - SEC 1256 GAI	P	VARIOUS	VARIOUS
c	WELLINGTON TRUST CO	P	VARIOUS	VARIOUS
d	LOWRY HILL DARUMA PUBLICLY TRADED SECURITIES ST	P	VARIOUS	VARIOUS
e	LOWRY HILL DARUMA PUBLICLY TRADED SECURITIES LT	P	VARIOUS	VARIOUS
f	SWIFTCURRENT OFFSHORE FUND LTD	P	VARIOUS	VARIOUS
g	CAP GUARDIAN ETOP FUND	P	VARIOUS	VARIOUS
h	CAP GUARDIAN ETOP FUND	P	VARIOUS	VARIOUS
i	LIME ROCK RESOURCES C, LP	P	VARIOUS	VARIOUS
j	YORKTOWN ENERGY PARTNERS VII. LP	P	VARIOUS	VARIOUS
k	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
l	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
m	YORKTOWN ENERGY PARTNERS VIII. LP	P	VARIOUS	VARIOUS
n	YORKTOWN ENERGY PARTNERS VIII. LP	P	VARIOUS	VARIOUS
o	AM EUROPACIFIC GROWTH FUND	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				1,188.
b				5,797.
c				<1,053.>
d	477,805.		625,580.	<147,775.>
e	1,024,643.		615,398.	409,245.
f				<8,199.>
g				14,241.
h				<6,922.>
i				114,724.
j				7,730.
k				<3,046.>
l				<26.>
m				11,615.
n				104.
o				191,610.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				1,188.
b				5,797.
c				<1,053.>
d				<147,775.>
e				409,245.
f				<8,199.>
g				14,241.
h				<6,922.>
i				114,724.
j				7,730.
k				<3,046.>
l				<26.>
m				11,615.
n				104.
o				191,610.

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 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

CONTINUATION FOR 990-PF, PART IV
ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220 PAGE 3 OF 3

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	YORKTOWN ENERGY PARTNERS VII. LP	P	VARIOUS	VARIOUS
b	YORKTOWN ENERGY PARTNERS VIII. LP	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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				8,219.
b				8,716.
c	188.			188.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				8,219.
b				8,716.
c				188.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	1,843,898.
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
CAP GUARDIAN ETOP FUND	8,910.
CLAYTON, DUBILIER & RICE FUND VII, LP	4.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	805.
LIME ROCK RESOURCES C, LP	318.
MHR INSTITUTIONAL PARTNERS II, LP	8,335.
MHR INSTITUTIONAL PARTNERS III, LP	16,204.
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	1,018.
NEWPORT ASIA INSTITUTIONAL FUND, LP	6.
PALO ALTO FUND II, LP	1,161.
TCW ENERGY FUND XC-NL, LP	24,956.
TCW ENERGY FUND XIV-A, LP	113,980.
UBTI FREE, LP	1,519.
VCFA VENTURE PARTNERS III, LP	126.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	175.
YORKTOWN ENERGY PARTNERS VII, LP	1,615.
YORKTOWN ENERGY PARTNERS VIII, LP	4,452.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	183,584.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAP GUARDIAN ETOP FUND	3,887.	0.	3,887.
CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	1,245.	0.	1,245.
EUROPACIFIC GROWTH FUND	57,725.	0.	57,725.
LOWRY HILL #5000-DIVIDENDS	8,552.	0.	8,552.
LOWRY HILL #5101-DIVIDENDS	13,367.	0.	13,367.
MHR INSTITUTIONAL PARTNERS II, LP	82.	0.	82.
MHR INSTITUTIONAL PARTNERS III, LP	7,371.	0.	7,371.
NEWPORT ASIA INSTITUTIONAL FUND, LP	85,111.	0.	85,111.
PALO ALTO FUND II LP	4,888.	0.	4,888.
PIMCO SHORT TERM FUND	462.	188.	274.
TCW ENERGY FUND XC-NL LP	9.	0.	9.
TCW ENERGY FUND XIV-A, LP	644.	0.	644.
VCFA VENTURE PARTNERS III, LP	500.	0.	500.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	109,522.	0.	109,522.
YORKTOWN ENERGY PARTNERS VII, LP	805.	0.	805.

YORKTOWN ENERGY PARTNERS VIII, LP	1,389.	0.	1,389.
TOTAL TO FM 990-PF, PART I, LN 4	295,559.	188.	295,371.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LIME ROCK RESOURCES C, LP - ROYALTIES INCOME	75,845.	75,845.	
LIME ROCK RESOURCES C, LP - ORD INCOME	6,665.	6,665.	
MHR INSTITUTIONAL PARTNERS III, LP - ORDINARY INCOME	<417.>	<417.>	
NEWPORT ASIA INSTITUTIONAL FUND, LP. - SEC. 988 GAIN	2,648.	2,648.	
PALO ALTO FUND II, LP - ORD. INCOME	125.	125.	
TCW ENERGY FUND XC-NL, LP - ROYALTIES	191.	191.	
TCW ENERGY FUND XIV-A, LP - ORD. INCOME	<20,740.>	<20,740.>	
TCW ENERGY FUND XIV-A, LP - ROYALTIES	453.	453.	
TCW ENERGY FUND XIV-A, LP - OTHER PORTFOLIO INCOME	6,165.	6,165.	
VCFA VENTURE PARTNERS III, LP - ORD INCOME	<50.>	<50.>	
VCFA VENTURE PARTNERS III, LP - ROYALTIES	1.	1.	
VCFA VENTURE PARTNERS III, LP - RRE	4.	4.	
VCFA VENTURE PARTNERS III, LP - FLOW-THROUGHT ENTITIES	5.	5.	
WTC - CTF RESEARCH EQUITY PORTFOLIO - SEC. 988 INCOME	1.	1.	
YORKTOWN ENERGY PARTNERS VII, LP - ORD INCOME	4,588.	4,588.	
YORKTOWN ENERGY PARTNERS VII, LP - ROYALTIES	2,301.	2,301.	
YORKTOWN ENERGY PARTNERS VIII, LP - ORD. INCOME	<8,016.>	<8,016.>	
YORKTOWN ENERGY PARTNERS VIII, LP - ROYALTIES	5,696.	5,696.	
MHR INSTITUTIONAL PARTNERS II LP - SEC 988 LOSS	<712.>	<712.>	
IP III BLOCKER-I LP - AIV OTHER PORTFOLIO INCOME	12.	12.	
MHR INSTITUTIONAL PARTNERS III LP - SEC 988 LOSS	<4,347.>	<4,347.>	

YORKTOWN ENERGY PARTNERS VII, LP - OTHER INCOME	3,524.	3,524.	
YORKTOWN ENERGY PARTNERS VIII, LP - OTHER INCOME	1,523.	1,523.	
OTHER INCOME - SECURITIES LITIGATION SETTLEMENT	233.	233.	
CAP GUARDIAN ETOP FUND - OTHER PORT INCOME	<1,383.>	<1,383.>	
LIME ROCK RESOURCES C, LP - OTHER INCOME	44,106.	44,106.	
TOTAL TO FORM 990-PF, PART I, LINE 11	118,421.	118,421.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	16,819.	0.		0.
TO FM 990-PF, PG 1, LN 16A	16,819.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,401.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	37,401.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT/ADVISORY FEES	124,376.	124,376.		0.
CLAYTON, DUBILIER & RICE FUND VII, LP	579.	579.		0.
MHR INSTITUTIONAL PARTNERS III, LP	1,531.	1,531.		0.

TCW ENERGY FUND XC-NL, LP	2,090.	2,090.		0.
TCW ENERGY FUND XIV-A, LP	495.	495.		0.
VCFA VENTURE PARTNERS III, LP	98.	98.		0.
YORKTOWN ENERGY PARTNERS VII, LP	347.	347.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	418.	418.		0.
TO FORM 990-PF, PG 1, LN 16C	129,934.	129,934.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,346.	0.		0.
FOREIGN TAXES	8,918.	8,918.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	5,615.	5,615.		0.
UBTI FREE, LP	1,218.	1,218.		0.
VCFA VENTURE PARTNERS III, LP	4.	4.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLOIO	919.	919.		0.
EXCISE TAXES	35,814.	0.		0.
MHR INSTITUTIONAL PARTNERS III, LP	170.	170.		0.
CAP GUARDIAN ETOP FUND - 2011 GRANTOR LETTER	614.	614.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	202.	202.		0.
TO FORM 990-PF, PG 1, LN 18	62,820.	17,660.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	58.	0.		0.
BOOKS, REFERENCE MATERIALS	657.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	14,995.	0.		0.
INSURANCE	5,338.	0.		0.
MEALS & ENTERTAINMENT	3,812.	0.		0.

OFFICE SUPPLIES	7,932.	0.		0.
POSTAGE & SHIPPING	1,004.	0.		0.
PUBLIC RELATIONS	8,624.	0.		0.
TRAVEL - BOARD	4,747.	0.		0.
TELEPHONE	1,024.	0.		0.
TRAINING	750.	0.		0.
TRAVEL	8,412.	0.		0.
CLAYTON, DUBILIER & RICE FUND VII, LP	4.	4.		0.
LIME ROCK RESOURCES C, LP	13,169.	13,150.		0.
MHR INSTITUTIONAL PARTNERS II, LP	12,307.	12,307.		0.
MHR INSTITUTIONAL PARTNERS III, LP	24,782.	24,727.		0.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	829.	829.		0.
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	2,699.	2,699.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	35,011.	35,011.		0.
PALO ALTO FUND II, LP	2,595.	2,595.		0.
UBTI FREE, LP	28,494.	28,494.		0.
TCW ENERGY FUND XC-NL, LP	5,493.	5,493.		0.
TCW ENERGY FUND XIV-A, LP	37,994.	37,978.		0.
VCFA VENTURE PARTNERS III, LP	1,370.	1,370.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLIO	1,010.	1,010.		0.
YORKTOWN ENERGY PARTNERS VII, LP	27,659.	27,556.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	34,358.	34,266.		0.
MISCELLANEOUS	<100.>	0.		0.
GUARDIAN ETOP FUND	99.	99.		0.
TO FORM 990-PF, PG 1, LN 23	285,126.	227,588.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOWRY HILL #5101 (DARUMA)	2,438,518.	2,936,484.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,438,518.	2,936,484.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	2,561,240.	2,957,383.
GSEP REALTY CORP.	FMV	2,000.	2,000.
PIMCO SHORT TERM FUND	FMV	21,782.	21,146.
SOWOOD ALPHA FUND	FMV	491,203.	23,827.
CLAYTON, DUBILIER & RICE VII LP	FMV	751,549.	949,320.
CLAYTON, DUBILIER & RICE VII (CREDIT) LP	FMV	56,332.	137,795.
CONVEXITY CAPITAL OFFSHORE LP	FMV	2,732,532.	6,565,498.
INDUS ASIA PACIFIC FUND, LTD.	FMV	500,000.	1,211,929.
INDUS JAPAN FUND, LTD.	FMV	500,000.	895,681.
INDUS STRUCTURED FINANCE FUND	FMV	660,384.	415,455.
LIME ROCK RESOURCES LP	FMV	499,547.	572,964.
MAVERICK FUND, LTD.	FMV	1,500,000.	2,263,863.
MHR INSTITUTIONAL PARTNERS II	FMV	721,035.	1,107,283.
MHR INSTITUTIONAL PARTNERS III	FMV	982,320.	1,093,718.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	50,952.	53,363.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	2,495,529.	3,203,649.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	2,135,247.
UBTI FREE, LP	FMV	1,793,674.	1,635,375.
PALO ALTO FUND II	FMV	792,105.	504,036.
PERRY PARTNERS INTERNATIONAL	FMV	1,000,000.	1,504,046.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	2,038,594.	3,270,855.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	27,677.	25,585.
SWIFTCURRENT OFFSHORE LTD. - CLASS E	FMV	582.	925.
TCW ENERGY FUND XC	FMV	521,196.	282,304.
TCW ENERGY FUND XIV	FMV	1,300,839.	1,476,332.
LOWRY HILL #5000 (VCFA VENTURE PARTNERS III)	FMV	21,183.	67,484.
VIKING GLOBAL EQUITIES	FMV	1,500,000.	4,860,031.
WELLINGTON TRUST COMPANY	FMV	6,769,513.	5,721,490.
YORKTOWN ENERGY PARTNERS VII	FMV	641,473.	661,703.
YORKTOWN ENERGY PARTNERS VIII	FMV	754,632.	810,806.
CAPITAL GUARDIAN ETOP	FMV	2,018,020.	1,966,196.
CAMCAP RESOURCES OFFSHORE FUND	FMV	1,000,000.	754,396.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,705,893.	47,151,685.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - INVESTMENT INCOME	1,364.	385.	385.
RECEIVABLE - CASH DISTRIBUTION	405.	36,365.	36,365.
TO FORM 990-PF, PART II, LINE 15	1,769.	36,750.	36,750.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	1,341.
DONALD E. POPPEN PO BOX 58389 NASHVILLE, TN 37205	VICE PRESIDENT/DIRECTOR 2.00	4,000.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECT 2.00	8,000.	0.	1,655.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	1,754.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	187,917.	8,887.	8,411.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	2,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		209,917.	8,887.	13,161.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATIONS SHOULD INCLUDE: AN OVERVIEW OF THE ORGANIZATION; GOALS & NEEDS FOR THE PROJECT OR PROGRAM; PROPOSED ACTIVITIES AND RELATIONSHIP TO PROJECT OR PROGRAM; DOLLAR AMOUNT REQUESTED, WITH DETAILED BUDGET; LIST OF BOARD OF DIRECTORS MEMBERS; COPY OF IRS DETERMINATION LETTER INDICATING 501(C)(3) STATUS; CONTACT PERSON'S NAME, PHONE AND FAX NUMBERS.

ANY SUBMISSION DEADLINES

PROPOSALS MAY BE SUBMITTED AT ANY TIME AND ARE REVIEWED ON A REVOLVING BASIS. FUNDING REQUESTS ARE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MAJOR GRANTS ARE USUALLY LIMITED TO NASHVILLE, TN, THE LAKE REGION OF NORTHWEST IOWA, SELECTED AREAS OF FLORIDA, SOUTH DAKOTA, AND COLORADO. PROPOSALS RELATED TO ENVIRONMENTAL AND CONSERVATION CONCERNS WILL BE CONSIDERED ON A NATIONAL BASIS. TO ENCOURAGE OTHERS TO PARTICIPATE, CHALLENGE GRANTS AND MATCHING GIFT PROPOSALS WILL RECEIVE SPECIAL CONSIDERATION. ONLY REQUESTS FROM IRC 501(C)(3) TAX EXEMPT CHARITABLE ORGANIZAIONS AND INSTITUTIONS ARE ACCEPTED.

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN. 86-0910220

2011 Grants Paid

Grantee Organization	Request Project Title	Amount	Payment / Check Date
American Bird Conservancy 4249 Loudoun Ave P O Box 249 The Plains, VA 20198	Operational Support	$5,000	12/14/2011
Animal Protection of New Mexico, Inc P O Box 11395 Albuquerque, NM 87192	Chimpanzees to Sanctuary Campaign	$15,000	9/12/2011
Arthur R Marshall Foundation 1028 N Federal Highway Lake Worth, FL 33460	Increased Rental Costs	$10,000	5/16/2011
Association of Small Foundations 1720 N Street NW Washington, DC 20036	Operational Support	$2,500	6/3/2011
Black Hills Parrot Welfare & Education Center 11132 Valley 1 Road Belle Fourche, SD 57717	Purchase Shuttle Bus for Parrot Transport, Nutritional needs	$15,000	9/12/2011
Black Hills Wild Horse Sanctuary P O Box 998 Hot Springs, SD 57747	Hay purchase	$25,000	9/12/2011
Black Hills Wild Horse Sanctuary P O Box 998 Hot Springs, SD 57747	General Operations	$25,000	3/16/2011
Boy Scouts of America Middle TN Council P O Box 150409 Nashville, TN 37215	Construction of Observatory @ Adventure Camp	$75,000	12/14/2011
Center for Great Apes P O Box 488 Wauchula, FL 33873	Operational Support for Orangutan Care	$20,000	3/16/2011
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	Visions of the American West Exhibition Support	$50,000	3/16/2011
Conservation Foundation of Dickinson County P O Box 973 Okoboji, IA 51355	Completion of Dickinson County Nature Center	$50,000	3/16/2011
Country Music Hall of Fame 222 Fifth Avenue South Nashville, TN 37203	Capital Expansion Project	$200,000	5/16/2011
Desana Inc 2708 Dracut Lane Nashville, TN 37211	Christmas coat and food project at Kirkland Elementary School	$2,500	12/14/2011
Siloam Family Health Center 820 Gale Lane Nashville, TN 37204	Operational Needs	$10,000	12/14/2011
Hospice of the Valley 1510 E Flower Street Phoenix, AZ 85014	Memorial Gift	$5,000	6/27/2011
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Memorial Gift for Don Poppen Scholarship Fund	$10,000	6/27/2011
Bluegrass Baptist WEE 235 Indian Lake Road Hendersonville, TN 37075	General Operations	$2,500	12/14/2011

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN 86-0910220
2011 Grants Paid

Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Scholarship Fund in memory of Don Poppen	$2,500	12/14/2011
Siloam Family Health Center 820 Gale Lane Nashville, TN 37204	Operational Needs	$2,500	12/14/2011
Sun Lakes United Methodist Church 9248 East Riggs Road Sun Lakes, AZ 85248	Memorial Gift for Don Poppen	$2,500	12/14/2011
Trails and Open Space Coalition 1040 S 8th Street, Suite 101 Colorado Springs, CO 80905	General Operations	$2,000	12/15/2011
Cheyenne Mountain Zoo 4250 Cheyenne Mountain Zoo Road Colorado Springs, CO 80906	General Operations	$2,000	12/14/2011
National Mill Dog Rescue PO Box 88468 Colorado Springs, CO 80908	General Operations	$2,000	12/14/2011
El Paso County Search & Rescue 3950 Interpark Drive Colorado Springs, CO 80907	General Operations	$2,000	12/14/2011
Children's Home Society of SD 801 N Sycamore Avenue Sioux Falls, SD 57101	Black Hills Home	$2,000	12/14/2011
Durango Discovery Museum 1099 Main Avenue #316 Durango, CO 81301	Capital Campaign Project for Phases 2 and 3	$200,000	9/12/2011
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462-0393	Elephant Education Program	$15,000	12/14/2011
Wessington Springs Community Foundation PO Box 10 Wessington Springs, SD 57382	General Operations	$2,000	12/14/2011
Doane College 1014 Boswell Avenue Crete, NE 68333	Legends Campaign in Honor of Fred Beile	$2,500	12/14/2011
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Scholarship Fund in Memory of Don Poppen	$2,000	12/14/2011
The Next Door PO Box 23336 Nashville, TN 37202	Operational Needs	$1,000	12/14/2011
Children's Home Society of SD 801 N Sycamore Avenue Sioux Falls, SD 57101	Operational Needs	$1,000	12/14/2011
Emmanuel Baptist Church 1600 E 12th Street Sioux Falls, SD 57103	Pastor's discretion year-end needs	$1,500	12/14/2011
Florida Atlantic University Charles Schmidt College, SE252 777 Glades Road Boca Raton, FL 33433	Graduate Fellowships	$20,000	3/16/2011
Friends of Radnor Lake PO Box 40324 Nashville, TN 37204	Opportunity Fund for Land Acquisition Challenge Grant	$25,000	9/12/2011

Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	Restoration of Historic Shelters	$25,000	9/12/2011
Gibbon Conservation Center P O Box 800249 Santa Clarita, CA 91380	Nutritional Needs of Gibbons & Staff Salary Support	$25,000	3/16/2011
Green Hills Apartments for Retired Teachers 2209 Abbott Martin Road Nashville, TN 37205	Sprinkler System Safety Project	$25,000	9/12/2011
Harpeth River Watershed Association P O Box 1127 Franklin, TN 37065	Waterway Flood Recovery Project	$10,000	5/16/2011
Heritage Foundation, The 214 Massachusetts Ave , NE Washington, DC 20002-4999	Support of First Principles Initiative	$25,000	3/16/2011
Hillsdale College 33 E College Street Hillsdale, MI 49242	Military Scholarships	$25,000	5/16/2011
Hillsdale College 33 E College Street Hillsdale, MI 49242	Online Constitution Course	$25,000	5/16/2011
Hillsdale College 33 E College Street Hillsdale, MI 49242	Kirby Center Fellows and Lecture Programs	$50,000	5/16/2011
Hudson Institute 1015 15th Street NW 6th Floor Washington, DC 20005	General Operating Support	$25,000	3/16/2011
Humanities Tennessee 306 Gay Street, Suite 306 Nashville, TN 37201	Southern Festival of Books	$20,000	5/16/2011
Iowa Great Lakes Area Chamber of Commerce P O Box 9 Arnold's Park, IA 51331	July 4th Fireworks Display	$1,000	5/16/2011
John Jay Institute PO Box 28221 Philadelphia, PA 19131	Infrastructure Request	$50,000	12/14/2011
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	Capital Funding for Children's Zoo ($50,000)	$50,000	9/12/2011
Land Trust for Tennessee 209 10th Avenue South #511 Nashville, TN 37203-7105	Infrastructure Support	$40,000	12/14/2011
Land Trust for Tennessee 209 10th Avenue South #511 Nashville, TN 37203-7105	Gala Fundraiser, Once in a Blue Moon	$1,250	9/27/2011
Loggerhead Marinelife Center Inc 14200 U S Highway One Juno Beach, FL 33408	Transport Vehicle	$20,000	5/16/2011
Loggerhead Marinelife Center Inc 14200 U S Highway One Juno Beach, FL 33408	ATV Mobile Monitoring	$10,000	5/16/2011
Martha O'Bryan Center 711 South 7th Street Nashville, TN 37206	Operational Support	$20,000	12/14/2011
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	After Care Transitional Complex	$50,000	6/27/2011
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	After Care Transitional Complex	$50,000	5/16/2011

Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Capital Campaign Request - Construction	$333,000	3/16/2011
Nashville Adult Literacy Council (NALC) 4805 Park Avenue, #211 Nashville, TN 37209	Citizenship Classes	$15,000	12/14/2011
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	Sustaining Greatness Campaign	$250,000	12/14/2011
Nashville Zoo 3777 Nolensville Road Nashville, TN 37211	Option 1 sponsorship of the landscaping project or Option 2 A new signage project for orientation, direction, information, identification and interpretation	$50,000	3/16/2011
Oak Hill School 4815 Franklin Pike Nashville, TN 37220-1198	Dining Hall Renovation	$30,000	12/14/2011
Okoboji Foundation Post Office Box 593 Okoboji, IA 51355	Youth In Philanthropy Challenge Grant	$10,000	9/12/2011
Operation Stand Down 1125 12th Avenue, South Nashville, TN 37203	Year-end gift	$10,000	12/14/2011
Our Kids, Soup Sunday 1804 Hayes Street Nashville, TN 37203	Soup Kids Sunday	$5,000	12/14/2011
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	Addition to Storage Building Construction	$1,500	12/14/2011
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	Pole Shed	$15,000	9/12/2011
Pearson Lakes Art Center 2201 Hwy 71 Okoboji, IA 51355	Fundraiser sponsorship - golf hole	$1,000	6/27/2011
Pearson Lakes Art Center 2201 Hwy 71 Okoboji, IA 51355	General Operations or projects directed by the PLAC	$20,000	3/16/2011
Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, DC 20036	Support of the Alliance for Charitable Reform	$25,000	9/12/2011
Rocketown PO Box 331129 Nashville, TN 37203	Gala Fundraiser	$3,800	9/27/2011
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	Year-end gift	$10,000	12/14/2011
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	Capital Renovation	$20,000	5/16/2011
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	Mental Health Counseling Services	$20,000	5/16/2011
Salvation Army, Nashville PO Box 78625 Nashville, TN 37207	Year-end gift	$10,000	12/14/2011
Samaritan's Purse P O Box 3000 Boone,, NC 28607	Year-end gift	$5,000	12/14/2011
Sanibel-Captiva Conservation Foundation P O Box 839 Sanibel, FL 33957-0839	Operational Support for the Marine Laboratory	$25,000	12/14/2011
Sea Shepherd Conservation Society PO Box 2616 Friday Harbor, WA 98250	Year-end gift	$5,000	12/14/2011

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN 86-0910220
2011 Grants Paid

Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	General Operations	$10,000	12/14/2011
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	Year-end gift	$10,000	12/14/2011
Show Hope PO Box 647 Franklin, TN 37065	Open Request for Adoption Expenses	$20,000	5/16/2011
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	Festival Book Sponsorship	$15,000	3/16/2011
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	Citizen and Constitution Program Support	$10,000	3/16/2011
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	1) Annual Fund Trustee Gift - $10,000 2) Binny Links Golf Net - $18,500	$28,500	12/15/2011
Tennessee Wildlife Federation 300 Orlando Avenue, #200 Nashville, TN 37209	Great Outdoors University	$20,000	9/12/2011
The Conservancy PO Box196340 Nashville, TN 37219	Gala Fundraiser	$4,000	9/27/2011
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Constitution Day Initiative	$50,000	5/16/2011
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Constitution Initiative/Young Scholars Program	$25,000	5/16/2011
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Constitution Day/Annual Operation Expenses	$25,000	3/16/2011
The Next Door PO Box 23336 Nashville, TN 37202	Women's Prison Ministry	$10,000	12/14/2011
United Way of Nashville, Alexis de Tocqueville Society 250 Venture Circle Nashville, TN 37228	Alexis de Tocqueville Society, Alpha Chapter Membership	$10,000	12/14/2011
Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	$16,000 for new septic and electrical system and $9,000 for operational expenses in 2011	$25,000	5/16/2011
Wilderness Society, The 1615 M St NW Washington, DC 20036	General Operations	$5,000	12/14/2011
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	Year-end gift	$5,000	12/14/2011
World Wildlife Fund 1250 Twenty-Fourth Street, N W Washington, DC 20037	Year-end gift	$5,000	12/14/2011
Wounded Warrior Project 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	Year end gift	$10,000	12/14/2011
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	1) $25,000 for the Center for Civic Engagement 2) $15,000 for the Y Literacy Program 3) $10,000 for the Center for Asset Development	$25,000	12/14/2011

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN. 86-0910220

2011 Grants Paid

Young America's Foundation F M Kirby Freedom Center 110 Elden Street Herndon, VA 20170	Annual Fund gift	$1,000	5/18/2011
	TOTAL	**$ 2,535,050**	

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- 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* 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.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. ANDREA WAITT CARLTON FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 86-0910220
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 58389	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37205	

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

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

- The books are in the care of ▶ SPENCE MANERS, CPA
P.O. BOX 58389 - NASHVILLE, TN 37205
Telephone No. ▶ 615-873-4142 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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 64,554.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 44,554.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 20,000.

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.**

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

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
ANDREA WAITT CARLTON FAMILY FOUNDATION

Employer identification number (EIN) or
☒ 86-0910220

Number, street, and room or suite no. If a P.O. box, see instructions.
PO BOX 58389

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NASHVILLE, TN 37205

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

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

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

- The books are in the care of ▶ SPENCE MANERS, CPA
P.O. BOX 58389 - NASHVILLE, TN 37205
Telephone No. ▶ 615-873-4142 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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 64,554.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 64,554.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

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 ▶ David A. Gray, CPA Title ▶ Date ▶ 8/15/12

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

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01-06-12