



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



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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation CARTER FAMILY FOUNDATION		A Employer identification number 55-0606479
Number and street (or P O box number if mail is not delivered to street address) PO BOX 393	Room/suite	B Telephone number 304-357-6686
City or town, state, and ZIP code CHARLESTON, WV 25322		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) \$ 13,706,352.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
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	5,520.	785.		STATEMENT 1
4 Dividends and interest from securities	323,458.	323,458.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	891,828.			
b Gross sales price for all assets on line 6a	5,770,716.			
7 Capital gain net income (from Part IV, line 2)		891,828.		
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	30,719.	30,719.		STATEMENT 3
12 Total. Add lines 1 through 11	1,251,525.	1,246,790.		
13 Compensation of officers, directors, trustees, etc	66,073.	56,162.		9,911.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	7,000.	5,950.		1,050.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	232.			35.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	73,305.	62,309.		10,996.
25 Contributions, gifts, grants paid	248,348.			248,348.
26 Total expenses and disbursements. Add lines 24 and 25	321,653.	62,309.		259,344.
27 Subtract line 26 from line 12	929,872.			
a Excess of revenue over expenses and disbursements		1,184,481.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

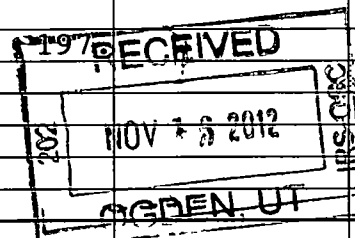
123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED NOV 27 2012

Operating and Administrative Expenses



214

14

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		-3.	-3.
	2 Savings and temporary cash investments	553,777.	289,628.	289,628.
	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	5,038.	10,240.	10,240.
	10a Investments - U.S. and state government obligations STMT 7	1,153,732.	2,225,538.	2,359,332.
	b Investments - corporate stock STMT 8	8,778,961.	7,824,613.	8,316,800.
	c Investments - corporate bonds STMT 9	1,694,836.	2,621,430.	2,730,355.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	12,186,344.	12,971,446.	13,706,352.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	144,770.		
	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)	144,770.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,770,321.	9,770,321.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	2,271,253.	3,201,125.		
30 Total net assets or fund balances	12,041,574.	12,971,446.		
31 Total liabilities and net assets/fund balances	12,186,344.	12,971,446.		

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	12,041,574.
2 Enter amount from Part I, line 27a	2	929,872.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,971,446.
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	12,971,446.

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 SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 592,211.		625,415.	-33,204.
b 5,064,224.		4,253,473.	810,751.
c 114,281.			114,281.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-33,204.
b			810,751.
c			114,281.
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	891,828.
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	755,206.	13,047,269.	.057882
2009	633,661.	12,490,262.	.050732
2008	1,041,082.	11,964,176.	.087017
2007	799,536.	16,674,113.	.047951
2006	820,065.	16,079,623.	.051000

2 Total of line 1, column (d)	2	.294582
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	.058916
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,213,567.
5 Multiply line 4 by line 3	5	778,491.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,845.
7 Add lines 5 and 6	7	790,336.
8 Enter qualifying distributions from Part XII, line 4	8	259,344.

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)	1	23,690.
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)		
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	23,690.
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	23,690.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	523.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	24,213.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X	
14	The books are in care of ► UNITED BANK TRUST DEPARTMENT Located at ► PO BOX 393, CHARLESTON, WV	Telephone no ► 304-357-6686	ZIP+4 ► 25322	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes No	X 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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? If "Yes," list the years ► ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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	
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

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

6b

X

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
UNITED BANK	TRUSTEE			
PO BOX 1269				
BECKLEY, WV 25802	2.00	0.	0.	0.

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

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

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

0

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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 SEE FOOTNOTE	
	0.
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.

Form 990-PF (2011)

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	1a	12,714,673.
a	Average monthly fair market value of securities	1b	700,116.
b	Average of monthly cash balances	1c	
c	Fair market value of all other assets	1d	13,414,789.
d	Total (add lines 1a, b, and c)		
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	13,414,789.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	201,222.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,213,567.
6	Minimum investment return. Enter 5% of line 5	6	660,678.

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	660,678.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23,690.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,690.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	636,988.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	636,988.
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	636,988.

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	259,344.
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	259,344.
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	259,344.

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				636,988.
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	39,404.			
b From 2007				
c From 2008	451,931.			
d From 2009	16,250.			
e From 2010	108,035.			
f Total of lines 3a through e	615,620.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	259,344.			
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				259,344.
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).)	377,644.			377,644.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	237,976.			
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	237,976.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	113,691.			
c Excess from 2009	16,250.			
d Excess from 2010	108,035.			
e Excess from 2011				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
PAX REGIONAL COMMUNITY CENTER			DONATION	330.
BECKLEY AREA FOUNDATION			DONATION	25,000.
APPALACHIAN BIBLE COLLEGE			SCHOLARSHIP	25,000.
PARK MIDDLE SCHOOL			DONATION	5,000.
WV DANCE COMPANY			DONATION	5,000.
Total	SEE CONTINUATION SHEET(S)		3a	248,348.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

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 another 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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

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 ☐
self-employed

PTIN

CHARLES A. COOK

Firm's name ▶ **HESS, STEWART & CAMPBELL, PLLC**

10/23/12

P01352251

Firm's address ► 252 GEORGE STREET
BECKLEY, WV 25801

Phone no (304) 255-1978

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S HOME SOCIETY			DONATION	3,500.
PARK MIDDLE SCHOOL			DONATION	5,000.
HOSPICE OF SOUTHERN WV INC.			DONATION	25,000.
RALEIGH COUNTY MAKE IT SHINE			DONATION	20,000.
WEST VIRGINIA DIVISION OF CULTURE AND HISTORY			DONATION	15,000.
BECKLEY LITTLE LEAGUE			DONATION	20,000.
SCHOOL OF HARMONY			DONATION	5,000.
SALVATION ARMY BECKLEY UNIT			DONATION	10,000.
AMERICAN RED CROSS			DONATION TO OPERATING FUND	2,500.
AMERICAN RED CROSS			DONATION- DISASTER RELIEF	2,500.
Total from continuation sheets				188,018.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BECKLEY AREA FOUNDATION			DONATION	5,018.
BECKLEY PRESBYTERIAN CHURCH			DONATION	5,000.
BLACK DIAMOND GIRL SCOUTS			DONATION	1,000.
BOY SCOUTS OF AMERICA			DONATION	1,000.
CITIZEN'S SCHOLARSHIP FND OF BECKLEY INC			DONATION	3,000.
FELLOWSHIP OF CHRISTIAN ATHLETES			DONATION	5,000.
FIRST BAPTIST CHURCH			DONATION	5,000.
GIDEON'S INTERNATIONAL			DONATION	2,000.
GREATER BECKLEY CHRISTIAN SCHOOL			DONATION	1,000.
HOSPICE OF SOUTHERN WV INC.			DONATION	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEUKEMIA & LYMPHOMA SOCIETY			DONATION	1,000.
LIONS SIGHT FOUNDATION			DONATION	2,000.
MAKE A WISH FOUNDATION OF SOUTHERN WV			DONATION	1,000.
RALEIGH COUNTY PUBLIC LIBRARY			DONATION	1,000.
RALEIGH COUNTY HISTORICAL SOCIETY			DONATION	1,000.
RALEIGH COUNTY HUMANE SOCIETY			DONATION	1,000.
RALEIGH COUNTY SHELTERED WORKSHOP			DONATION - OPERATING FUND	3,000.
SALVATION ARMY BECKLEY UNIT			DONATION - CURRENT OPERATING FUND	5,000.
SHEPHERD CENTER INC.			DONATION	1,000.
SOUTHERN WV FELLOWSHIP HOME			DONATION	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. FRANCIS DE SALES CATHOLIC SCHOOL			DONATION	1,000.
THEATRE WEST VIRGINIA			DONATION	2,000.
UNITED METHODIST TEMPLE			DONATION	5,000.
UNITED WAY OF SOUTHERN WV INC			DONATION	3,000.
WOMENS' RESOURCE CENTER			DONATION	3,000.
WSWP TV, CHANNEL NINE			DONATION	2,500.
WWHS ALUMNI SCHOLARSHIP FUND			SCHOLARSHIP	3,000.
YMCA OF BECKLEY			DONATION	4,000.
YOUTH MUSEUM OF SWV			DONATION	3,000.
BECKLEY AREA FOUNDATION			DONATION	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
MUNICIPAL BONDS	785.
UNB LIQUID ASSET FUND	4,735.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,520.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM SECURITIES	315,256.	114,281.	200,975.
INTEREST INCOME FROM SECURITIES	122,483.	0.	122,483.
TOTAL TO FM 990-PF, PART I, LN 4	437,739.	114,281.	323,458.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FOR SECURITIES LITIGATION NET SETTLEMENT FUND	124.	124.	
MISCELLANEOUS	6,595.	6,595.	
REFUNDS OF CONTRIBUTIONS	24,000.	24,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,719.	30,719.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HESS STEWART & CAMPBELL, PLLC	7,000.	5,950.		1,050.
TO FORM 990-PF, PG 1, LN 16B	7,000.	5,950.		1,050.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FEDERALS	232.	197.		35.
TO FORM 990-PF, PG 1, LN 18	232.	197.		35.

FOOTNOTES

STATEMENT 6

THE CARTER FAMILY FOUNDATION OPERATES AS A PRIVATE FOUNDATION WITH THE PRINCIPAL CHARITABLE ACTIVITY OF CONTRIBUTING THE MINIMUM INVESTMENT DETERMINED IN PART IX OF THE FORM 990-PF TO CHARITABLE ORGANIZATIONS QUALIFYING UNDER CODE SECTION 501 (C)(3). THE FOUNDATION HAS ALSO BEEN ESTABLISHED TO PROVIDE SCHOLARSHIPS AND STUDENT LOANS TO INDIVIDUALS WILLING TO CONTINUE THEIR EDUCATION AND TEACHING PROFESSION WITHIN THE STATE OF WEST VIRGINIA.

AS THE RESULT OF AN INTERNAL REVENUE SERVICE EXAMINATION ON FORM 990-PF, RETURN OF PRIVATE FOUNDATION, IT WAS DETERMINED THAT 15 PERCENT (15%) OF THE TIME WAS SPENT FOR CHARITABLE PURPOSES, AND THE PRIVATE FOUNDATION WILL CONTINUE TO USE THESE PERCENTAGES UNLESS A MATERIAL CHANGE OCCURS IN THE FUTURE.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BOND 1.875%	X		247,508.	257,033.
US TREASURY BOND 1.375% 2/15/12	X		0.	0.
FHLB CALLABLE 10/28/11 STEP RATE 2%	X		0.	0.
MORGANTOWN WV BUILD AMERICA BONDS		X	150,836.	174,834.
FHLB CALLABLE 7/29/11 1.125%	X		0.	0.
7/29/13			0.	0.
FNMA SOVEREIGN AGENCY 4% 12/01/2023	X		0.	0.
WEST VIRGINIA AUTH LEASE		X	103,967.	112,647.
NATIONAL RURAL UTILITIES BOND 1.8%	X		100,001.	100,586.
11/15/14				
RIVERPARK/WEDGEWOOD LARGE CAP		X		
FOCUSED GRWTH FD SHARE CL I			524,866.	605,914.
FEDERATED STRATEGIC INCOME FD CL I	X		667,720.	678,867.
FHLMC SOVEREIGN AGENCY 4.25%	X			
4/15/09			103,072.	101,674.
FHLMC SOVEREIGN AGENCY 4.25%	X			
10/15/29			103,132.	102,428.
FHLMC SOVEREIGN AGENCY 4.55%	X			
3/15/30			106,346.	105,356.
FLORIDA DEPT ENV PROT REVENUE BUILD		X		
BONDS 7.045%			118,090.	119,993.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,327,779.	1,345,944.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			897,759.	1,013,388.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,225,538.	2,359,332.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHEVRON CORPORATION	49,097.	73,639.
EXXON MOBIL CORP	61,864.	77,698.
UNITED BANKSHARES INC WV	385,000.	517,600.
ALTRIA GROUP	70,395.	112,978.
PIMCO ALL ASSET FUND INST SHRS #34	581,109.	557,709.
HARBOR INTL FUND	403,796.	412,034.
COCA COLA	56,353.	93,672.
AT&T INC.	106,827.	111,830.
ABBOTT LABORATORIES	84,801.	104,312.
ROYCE TOTAL RETURN FUND	0.	0.
BARON GROWTH & INCOME FUND	0.	0.

AMERICAN GROWTH FUNDS	0.	0.
MANNING & NAPIER WORLD OPPORTUNITY	0.	0.
VAUGHN NELSON SMALL CAP VALUE FUND	447,543.	445,545.
KINDER MORGAN ENERGY PARTNERS	0.	0.
DEERE & CO COMMON	49,983.	89,200.
HONEYWELL INTL INC COMMON	55,126.	73,988.
PPG INDUSTRIES INC COMMON	0.	0.
FEDERATED CAPITAL APPRECIATION FUND	0.	0.
ROYCE MICRO CAP FUND	463,993.	506,650.
JPCHASE MORTGAGE-BKD SECURITIES	397,028.	409,452.
PIMCO GLOBAL BOND FUND HEDGED	0.	0.
HARDING LOEVNER GLOBAL EQUITY	617,027.	635,927.
HARDING LOEVNER EMERGING MARKET	522,132.	625,862.
TRUSTMARK CORP	0.	0.
ILLINOIS TOOL WORKS COMMON	0.	0.
UNITED PARCEL SERVICE INC	85,831.	93,331.
MICROSOFT CORP	69,627.	83,358.
ITC HOLDINGS CORP COMMON	92,173.	93,235.
DIAMOND HILL LONG SHORT FUND	272,168.	272,185.
DRIEHAUS FUNDS ACTIVE INCOME FUND CL A	350,816.	331,884.
PRINCETON FUNDS FUTURES STRATEGY FUND I SHARES	604,408.	551,823.
PIMCO EMERGING LOCAL BOND FUND CL I	0.	0.
TFS MARKET NEUTRAL FUND	288,574.	283,454.
VANGUARD DIVIDEND GROWTH FUND CL I	607,431.	640,074.
MCDONALDS CORP COMMON	75,210.	69,319.
T ROWE PRICE GROUP INC	74,008.	77,567.
KLA TENCOR CORP	75,143.	83,134.
HATTERAS ALPHA HEDGED STRATEGIES	225,833.	220,421.
CAMBIAR OPPORTUNITY FUND CL I	574,232.	589,852.
NATIONAL FUEL GAS CO	77,085.	79,067.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,824,613.	8,316,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER-BUSCH INC 4.625% 02/01/2015	100,786.	108,638.
BANK OF AMERICA CORP 5.125% 11/15/2014	101,195.	104,303.
BEAR STEARNS CO 4.19% 01/10/14	50,000.	50,345.
CR SUISSE FST BOSTON 6.125% 11/15/11	0.	0.
WALMART 4.55% 05/01/13	100,234.	103,398.
PEPSICO CORP 5% 6/1/18	99,690.	116,806.
BERKSHIRE HATHAWAY	100,832.	110,024.
GE CORP BOND 5.7% 10/15/16	100,002.	100,055.
OCCIDENTAL PETROLEUM 4.125%	99,251.	111,447.
CISCO SYSTEMS 5.5%	101,007.	116,039.
GENERAL ELECTRIC 5.25%	143,990.	175,161.
BARCLAYS BK PLC BOND 5.125% 11/15/14	100,001.	98,317.
GENERAL ELECTRIC CAP CORP BOND	100,456.	105,442.

CARTER FAMILY FOUNDATION

55-0606479

HSBC FINANCE CORP BOND	100,002.	100,414.
JPMORGAN CHASE & CO BOND 4.25%	96,301.	105,051.
MICROSOFT CORP BOND 4% 2/8/21	99,951.	115,203.
JPMORGAN CHASE & CO BOND 3.15% 7/5/16	100,373.	102,840.
LLOYDS TSB BANK 5% 7/28/26	100,001.	95,898.
TOUCHSTONE SMALL CAP CORE FD	555,172.	538,802.
DOUBLELINE TOTAL RETURN BOND FD CL I	272,433.	270,979.
BERKSHIRE HATHAWAY BOND	99,753.	101,193.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,621,430.	2,730,355.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED~~KERRI TOLER ZAFERATOS~~, UNITED BANK TRUST DEPARTMENT~~129 MAIN STREET~~~~BECKLEY, WV 258021269~~

Maria L. Miller

PO Box 393

Charleston, WV 25322

TELEPHONE NUMBER

304-256-7301

FORM AND CONTENT OF APPLICATIONS

LETTER AND RESUME.

ANY SUBMISSION DEADLINESRESTRICTIONS AND LIMITATIONS ON AWARDSPRIORITY TO RALEIGH COUNTY RESIDENTS EVIDENCE OF DESIRE TO BECOME QUALIFIED
IN A SELECTED AREA EDUCATIONAL PURSUIT & PERFORM THOSE SKILLS FOR A PERIOD
OF TIME IN THE LOCAL COMMUNITY.