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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning 8/1/2011 **, and ending** 7/31/2012

Name of foundation CLINTON J CARR FOUNDATION INC.		A Employer identification number 43-1534880
Number and street (or P O box number if mail is not delivered to street address) P.O BOX 1547	Room/suite	B Telephone number (see instructions) 417-532-6760
City or town, state, and ZIP code LEBANON MO 65536		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 1,803,481	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5,102	5,102	5,102	
4 Dividends and interest from securities	31,764	31,764	31,764	
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	25,000			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	9,003	4,503	0	
12 Total. Add lines 1 through 11	45,869	41,369	36,866	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0		0
b Accounting fees (attach schedule)	1,350	0		1,350
c Other professional fees (attach schedule)	0	0		0
17 Interest				
18 Taxes (attach schedule) (see instructions)	767	0		767
19 Depreciation (attach schedule) and depletion	0	0		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	12,754	12,725	0	29
24 Total operating and administrative expenses. Add lines 13 through 23	14,871	12,725	0	2,146
25 Contributions, gifts, grants paid	68,250			68,250
26 Total expenses and disbursements. Add lines 24 and 25	83,121	12,725	0	70,396
27 Subtract line 26 from line 12	-37,252			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		28,644		
c Adjusted net income (if negative, enter -0-)			36,866	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	141,215	106,586	106,585
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts	0	0	0
	4	Pledges receivable			
		Less: allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	1,210,992	1,208,942	1,696,896
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	0	0	0	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe: Prepaid Excise Tax)	446	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,352,653	1,315,528	1,803,481	
Liabilities	17	Accounts payable and accrued expenses		127	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	127	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,000,000	1,000,000	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	352,653	315,401		
30	Total net assets or fund balances (see instructions)	1,352,653	1,315,401		
31	Total liabilities and net assets/fund balances (see instructions)	1,352,653	1,315,528		

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	1,352,653
2	Enter amount from Part I, line 27a	2	-37,252
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	1,315,401
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	1,315,401

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 25,000 SH AMERICAN EXPRESS		P	9/2/2008	9/15/2011
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 25,000	0	25,000	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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) 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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	74,643	1,698,814	0.043938
2009	91,269	1,570,710	0.058107
2008	94,069	1,436,787	0.065472
2007	94,832	1,996,896	0.047490
2006	92,061	1,901,196	0.048423
2 Total of line 1, column (d)			2 0.263430
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052686
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,703,868
5 Multiply line 4 by line 3			5 89,770
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 286
7 Add lines 5 and 6			7 90,056
8 Enter qualifying distributions from Part XII, line 4 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.			8 70,396

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	573
	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	573
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	573
6	Credits/Payments		
	a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	446
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	446
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	127
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>MO</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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			
14	The books are in care of ▶ Jill Carr Telephone no ▶ 417-532-6760 Located at ▶ P.O. Box 1547 Lebanon MO ZIP+4 ▶ 65536-1547			
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			
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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
George E. Carr P.O. Box 908 Lebanon MO 65536	Director 00	0	0	0
T. Ann Carr P.O. Box 908 Lebanon MO 65536	Director .00	0	0	0
John R. Courtney 1910 E. Battlefield St Springfield MO 65804	Director .00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None	.00	0	0	0
	00	0	0	0
	.00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		0
.....		0
.....		0
.....		0
.....		0
.....		0
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 None	
.....	
2	
.....	
3	
.....	
4	
.....	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 None	
.....	
2	
.....	
All other program-related investments See instructions	
3	
.....	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,595,468
b	Average of monthly cash balances	1b	134,347
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,729,815
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,729,815
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,947
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,703,868
6	Minimum investment return. Enter 5% of line 5	6	85,193

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	85,193
2a	Tax on investment income for 2011 from Part VI, line 5	2a	573	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0	
c	Add lines 2a and 2b	2c	573	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	84,620	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	84,620	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	84,620	

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	70,396
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	70,396
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,396

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				84,620
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			51,543	
b Total for prior years 20 07 , 20 08 , 20 09		174,849		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 70,396				
a Applied to 2010, but not more than line 2a			51,543	
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				18,853
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		174,849		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		174,849		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				65,767
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
0	0	0	0	0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

NONE

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

NONE

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

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

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

Jill Carr - Carr Foundation P O Box 1547 Lebanon MO 65536 (417) 718-0311

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

See Attached Application

c Any submission deadlines.

April 1

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

See Attached Application

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See attached schedule	None	N/A	Attend college	68,250
Total			▶ 3a	68,250
b Approved for future payment				
Total			▶ 3b	0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
		Long Term CG Distributions							25,000	0		25,000	0
		Short Term CG Distributions							0	0		0	0
1	X	25,000 SH AMERICAN EXPRES		CLINTON J CARR FOUNDAT		9/2/2008	P	9/15/2011	25,000	25,000			0
2													0
3													0
4													0
5													0
6													0
7													0
8													0
9													0
10													0
11													0
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29													0
30													0
31													0
32													0
33													0

Line 11 (990-PF) - Other Income

		9,003	4,503	0
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Refund of previously paid scholarships	4,500	0	
2	NuStar Energy K-1 Net Income	1,605	1,605	
3	Kinder Morgan Engy Ptr Net Income	2,898	2,898	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		767	0	0	767
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	194			194
3	Excise tax	573			573
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		12,754	12,725	0	29
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Fund Raising				
2	Fund Management Fees	12,725	12,725		
3	Postage Expense	14			14
4	Annual Registration Expense	15			15
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See Attached Schedule	27,276	628,047	625,051	1,160,400	1,332,395
2	See Attached Schedule	9,735	259,300	260,246	209,746	225,280
3	See Attached Schedule	5,479	323,645	323,645	151,028	139,221
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
1	Prepaid Excise Tax	446	0	0
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	George E. Carr		P.O. Box 908	Lebanon	MO	65536		Director	0.00
2	T. Ann Carr		P.O. Box 908	Lebanon	MO	65536		Director	0.00
3	John R. Courtney		1910 E. Battiefled St	Springfield	MO	65804		Director	0.00
4									
5									
6									
7									
8									
9									
10									

CLINTON J. CARR FOUNDATION SCHOLARSHIP 2012

Contacts:

Jill Carr

417-532-6760

417-718-0311

P.O. Box 1547

Lebanon, MO 65536

Ann Carr

480-396-2748

3822 N. Desert Oasis Circle

Mesa, AZ 85207

Guidelines:

- The Clinton J. Carr Foundation Scholarship is awarded to a high school senior who will attend a Missouri state accredited university or College of the Ozarks.
- The scholarship has an annual value of \$1,500 and may be renewed for an additional 3 years if compliance guidelines are met.
 - A cumulative GPA of 2.0 or higher must be maintained.
 - Full-time student status must be maintained.
 - Enrollment in a Missouri state accredited university or College of the Ozarks.
- The scholarship will be paid directly to the recipient's school in \$750 increments per semester.
- If compliance guidelines above are met, the scholarship will be renewed the following year, with the scholarship terminating Spring 2016.

CLINTON J. CARR FOUNDATION SCHOLARSHIP

GUIDELINES:

- The Clinton J. Carr Foundation Scholarship is awarded to a high school senior who will attend a Missouri state accredited university or College of the Ozarks.
- The scholarship has an annual value of \$1,500 and may be renewed for an additional 3 years if compliance guidelines are met.
 - A cumulative GPA of 2.0 or higher must be maintained.
 - Full-time student status must be maintained.
 - Enrollment in a Missouri state accredited university or College of the Ozarks.
- The scholarship will be paid directly to the recipient's school in \$750 increments per semester.
- If compliance guidelines above are met, the scholarship will be renewed the following year, with the scholarship terminating Spring 2015.
- The recipient should possess high moral standards coupled with a desire to do well in college.
- A request for updated contact & school information, along with a cumulative GPA report will be sent from the CJC Foundation each spring.

APPLICATION: Please fully complete the information below and attach the following: (1) high school transcript, (2) one letter of recommendation excluding relatives, (3) a copy of last year's tax return, showing family adjusted gross income.

NAME _____

HOME ADDRESS _____

HOME PHONE _____

SSN _____ CELL PHONE _____

MOTHER'S NAME _____

MOTHER'S OCCUPATION _____

MOTHER'S EMPLOYER _____

FATHER'S NAME _____

FATHER'S OCCUPATION _____

FATHER'S EMPLOYER _____

A+ SCHOLAR: _____ YES _____ NO

LIST SCHOLARSHIPS ALREADY AWARDED (Include name and amount) & FINANCIAL AID PROMISED:

UNIVERSITY: _____

DEGREE SEEKING: _____

HIGH SCHOOL ACTIVITIES, HONORS, AWARDS (Please attach)

ESSAY (Please attach a brief essay to include information such as: your family life & high school years, why you have chosen the college or university that you will be attending, and what you would like to pursue after college graduation.)

CHARACTER: The Applicant consents that the information provided in and with this application is complete and accurate, and agrees to comply with the guidelines of this scholarship.

Applicant's Signature _____

CLINTON J CARR FOUNDATION INC
 2012 990-PF
 PART XV 3A - GRANTS PAID

FEIN 43-1534880

NAME & ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
ABRAMS, CATERLY - GILBERT, AZ	NONE	N/A	ATTEND COLLEGE	1,500.00
AGEE, SARAH - CONWAY, MO	'	'	'	750.00
BAILEY, CHANI - CONWAY, MO	'	'	'	1,500.00
BAILEY, JOHN CHESTER - CONWAY, MO	'	'	'	1,500.00
BECHTEL, ABBIE - LEBANON, MO	'	'	'	750.00
BERKICH, KRYSTAL - LEBANON MO	'	'	'	750.00
BOYER, MEGAN - LEBANON, MO	'	'	'	750.00
BRENTON, BLAKE - LEBANON MO	'	'	'	750.00
BURD, DYLAN - LEBANON, MO	'	'	'	1,500.00
CASAGRAND, KRISTINA - LEBANON MO	'	'	'	750.00
COFFMAN, KRISTI - LEBANON MO	'	'	'	750.00
CUFFEE, WILLIAM - LEBANON, MO	'	'	'	1,500.00
DAY, JESSICA - LEBANON, MO	'	'	'	1,500.00
DECKER, BRIAN - LEBANON, MO	'	'	'	750.00
DICKINSON, MEGAN - LEBANON MO	'	'	'	750.00
DOURLAIN, JENNIFER - LEBANON MO	'	'	'	1,500.00
DUKES, TONI - HOUSTON, MO	'	'	'	750.00
DUKES, TORI - HOUSTON, MO	'	'	'	750.00
EIDSON, JOSHUA - LEBANON, MO	'	'	'	1,500.00
EVANS, ADRIENNE - LEBANON, MO	'	'	'	1,500.00
FISHER, MELISSA - CONWAY, MO	'	'	'	750.00
GOANS, CHRISTINA - LEBANON MO	'	'	'	750.00
HONIG, AMBER - HOUSTON, MO	'	'	'	1,500.00
JACKSON, RACHEL - LEBANON, MO	'	'	'	1,500.00
KIDWELL-HOHLT, JACQUELINE - LEBANON MO	'	'	'	750.00
KRUSE, JENNIFER - SUNRISE BEACH, MO	'	'	'	750.00
LINDSLEY, MELISSA - HOUSTON, MO	'	'	'	1,500.00
LUALLIN, ABBY - CONWAY, MO	'	'	'	1,500.00
LUALLIN, HANNAH - CONWAY MO	'	'	'	1,500.00
MCCANN, CODY - FALCON, MO	'	'	'	750.00
MCCLEARY, BAILEY - LEBANON, MO	'	'	'	750.00
MNICK, COLBY - OLATHE, KS	'	'	'	1,500.00
MORRIS, CONNER - LEBANON, MO	'	'	'	1,500.00
MORRIS, TAYLOR - LEBANON, MO	'	'	'	1,500.00
MULLIGAN, AMBER - PHILLIPSBURG, MO	'	'	'	1,500.00
MULLIGAN, MICHAEL - PHILLIPSBURG MO	'	'	'	750.00
MUSICE, KATLYN - LEBANON, MO	'	'	'	1,500.00
OGLE, JESSICA - LEBANON, MO	'	'	'	750.00
OJALA, JAQUELINE - PHOENIX, AZ	'	'	'	1,500.00
O'QUINN, JACOB - FALCON MO	'	'	'	1,500.00
OVERSTREET, FRED(TREY) - LEBANON MO	'	'	'	1,500.00
PERRYMAN, ERYN - LEBANON, MO	'	'	'	750.00
ROGERS, GRADY - LEBANON, MO	'	'	'	1,500.00
SAUNDERS, JOHN - LEBANON, MO	'	'	'	750.00
SCHEETS, CLAYTON - HOUSTON MO	'	'	'	1,500.00
SCHNEIDER, ZACHERY - LEBANON, MO	'	'	'	1,500.00
SEMSCH, ERICA - LEBANON, MO	'	'	'	1,500.00
SEMCH, RYAN - LEBANON, MO	'	'	'	750.00
SHINAVAR (HEIBERGER), LAREN - KAILUA, HI	'	'	'	1,500.00

SHOEMAKER-MCELVANEY, BROOKE - LEBANON MO	'	'	'	'	750.00
SIEN, ZACHARY - LEBANON MO	'	'	'	'	750.00
SWOBODA, MADISYN - PARKVILLE, MO	'	'	'	'	1,500.00
VALENTINE, PAIGE - CONWAY, AR	'	'	'	'	1,500.00
WIKOWSKY, HEATHER - LEBANON, MO	'	'	'	'	1,500.00
WILLIAMS, KRYSTAL - LEBANON, MO	'	'	'	'	1,500.00
WOLTERS, DEVIN - CONWAY, MO	'	'	'	'	1,500.00
WOOD, CASSIE - LEBANON MO	'	'	'	'	1,500.00
ZIMMERMAN, ABIGALE - LONG LANE, MO	'	'	'	'	750.00
TOTAL GRANTS PAID					<u>68,250.00</u>

**CLINTON J. CARR FOUNDATION
FOR YEAR ENDING JULY 31, 2012
CITIGROUP - STOCKS, BONDS & MABS 573-115248-338
LINE 10b PART II (990PF)**

COMMON STOCKS	# OF SH	PURCH DATE	COST	FMV
ABBOTT LABORATORIES	2,072.000	11/18/91	28,242.77	137,394.32
ALEXANDER & BALDWIN INC	700.000	04/19/06	17,926.02	22,428.00
AMERICAN CAPITAL LTD	409 953	03/14/06	14,592 86	4,083.08
AMERICAN CAPITAL LTD	136.000	06/22/09	0.00	1,354 61
AMERICAN ELECTRIC POWER CO	925.000	04/01/05	31,635.00	39,072.00
COLGATE PALMOLIE CO	450.000	10/22/04	20,650.50	48,312.00
ESTEE LAUDER COS INC CL A	2,000.000	06/10/05	37,653.60	104,760.00
DOW CHEMICAL CO	714.000	10/13/06	30,000.00	20,548.92
GENERAL ELECTRIC CO	3,000 000	04/12/94	24,798 60	62,250 00
IDEXX LABORATORIES INC	1,000.000	03/04/05	27,525.00	88,170 00
JP MORGAN CHASE & CO	750.000	09/19/00	30,219.85	27,000.00
JOHNSON & JOHNSON	500.000	08/12/05	31,895.00	34,610.00
KINDER MORGAN ENERGY PRTS	650.000	03/07/06	0.00	52,019.50
MATSON INC COM	700.000	04/19/06	16,513.98	17,192.00
MICROSOFT CORP	1,100.000	04/28/00	33,811.73	32,417.00
NOVARTIS AG ADR	660.000	03/17/04	27,990.60	38,689.20
NUSTAR ENERGY LP	1,023.000	07/06/96	4,425 18	55,569.36
O'REILLY AUTOMOTIVE INC	3,000.000	01/14/00	21,941 78	257,220.00
SKECHERS USA INC	1,200.000	04/19/06	29,892.00	23,928 00
TEVA PHARMACEUTICALS INDS	700 000	03/07/06	28,602.00	28,623.00
TORONTO DOMINION	248.000	05/04/05	16,662.00	19,487.84
US BANCORP DEL NEW	3,000.000	09/01/95	38,733.46	100,500.00
UNITED PARCEL SERVICE	450.000	08/12/05	32,958.00	34,024.50
WELLS FARGO & CO NEW	333.000	11/18/91	24,718.25	11,258.73
WAL-MART STORES INC	500.000	10/02/02	24,832.74	37,215.00
WALGREEN CO NEW	900 000	08/05/03	27,421 95	32,724.00
WINDSTREAM CORP	155.000	09/15/00	1,408.16	1,543 80
COMMON STOCK SUBTOTAL			625,051.03	1,332,394.86

TOTAL THIS PAGE

625,051.03 1,332,394.86

TOTAL THIS PAGE
TOTAL PAGE 2
TOTAL PAGE 3

625,051.03 1,332,394.86
260,246.24 225,280.24
323,645.00 139,221.39

GRAND TOTAL LINE 10b PART II

1,208,942.27 1,696,896.49

**CLINTON J. CARR FOUNDATION
FOR YEAR ENDING JULY 31, 2012
CITIGROUP - STOCKS, BONDS & MABS 573-116923
LINE 10b PART II (990PF)**

COMMON STOCKS	# OF SH	PURCH DATE	COST	FMV
ARCHER-DANIELS-MIDLAND CO	497.000	01/08/09	20,000.00	12,966.73
AT & T INC	695.000	02/05/09	25,000.00	26,354.40
CENTURYLINK INC	700.000	09/15/11	24,580.73	29,078.00
EXXON MOBIL CORP	317.000	09/04/09	24,434.88	27,531.45
NUCOR CORP	322.000	11/06/08	20,000.00	12,622.40
TOLL BROTHERS	849.000	04/27/07	25,000.00	24,765.33
COMMON STOCK SUBTOTAL			139,015.61	133,318.31

CLOSED END FUND	# OF SH	PURCH DATE	COST	FMV
ING CLARION GLOBAL RE INC FD	2,855.352	04/19/06	41,230.63	23,841.93
ING RISK MANAGED NATURAL RES	1,500.000	10/24/06	30,000.00	16,290.00
CLOSED END FUND			71,230.63	40,131.93

PREFERRED STOCKS	# OF SH	PURCH DATE	COST	FMV
REGIONS FINANCING	1,000.000	04/25/08	25,000.00	25,920.00
WELLS FARGO CAP 7.875%	1,000.000	03/05/08	25,000.00	25,910.00
PREFERRED STOCK SUBTOTAL			50,000.00	51,830.00

TOTAL THIS PAGE

260,246.24	225,280.24
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**CLINTON J. CARR FOUNDATION
FOR YEAR ENDING JULY 31, 2012
PRINCIPAL FINANCIAL GROUP
LINE 10b PART II (990PF)**

COMMON STOCKS	# OF SH	PURCH DATE	COST	FMV
Principal Financial Group	5,479.000	01/04/07	323,645.00	139,221.39
Total This Page			323,645.00	151,028.64