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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

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 **2012** or tax year beginning , **2012**, and ending , **20**

| | | |
|---|--|--|
| Name of foundation UD CARSON FAM CHARITABLE TRUST | | A Employer identification number 13-6957038 |
| Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA N.A. PO BOX 1802 | | B Telephone number (see instructions) 888- 866-3275 |
| City or town, state, and ZIP code PROVIDENCE, RI 02901-1802 | | 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) \$ 26,058,298. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |
| (Part I, column (d) must be on cash basis.) | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 15,895,725. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 30,516. | 30,516. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 452,870. | | | |
| b Gross sales price for all assets on line 6a | 9,078,980. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 452,870. | | |
| 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) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 1,870. | 1,866,241. | | STMT 2 |
| 12 Total. Add lines 1 through 11 | 16,380,981. | 2,349,627. | | |
| 13 Compensation of officers, directors, trustees, etc | 35,453. | 21,272. | | 14,181. |
| 14 Other employee salaries and wages | 138,564. | | | 138,564. |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) | 504,814. | 1,016. | | STMT 3 |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) STMT 4 | 263. | 18,461. | | 263. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 679,094. | 40,749. | | 153,008. |
| 25 Contributions, gifts, grants paid | 18,725,000. | | | 18,725,000. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 19,404,094. | 40,749. | | 18,878,008. |
| 27 Subtract line 26 from line 12 | -3,023,113. | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 2,308,878. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

516

ENVELOPE OCT 17 2013 POSTMARK DATE

SCANNED OCT 25 2012 Operating and Administrative Expenses

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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 | | | | | |
| | 2 Savings and temporary cash investments | | | 83,061. | 2,954,168. | 2,954,168. |
| | 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 (attach schedule) (see instructions) | | | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | | | |
| | Less allowance for doubtful accounts ▶ | | | | | |
| | 8 Inventories for sale or use | | | | | |
| | 9 Prepaid expenses and deferred charges | | | | | |
| | 10 a Investments - U.S. and state government obligations (attach schedule) | | | | | |
| | b Investments - corporate stock (attach schedule) | | | 5,837,618. | | |
| | c Investments - corporate bonds (attach schedule) | | | | | |
| | 11 Investments - land, buildings, and equipment basis | | | | | |
| Less accumulated depreciation (attach schedule) ▶ | | | | | | |
| 12 Investments - mortgage loans | | | | | | |
| 13 Investments - other (attach schedule) STMT 5 | | | 551,240. | 551,240. | 23,104,130. | |
| 14 Land, buildings, and equipment basis | | | | | | |
| Less accumulated depreciation (attach schedule) ▶ | | | | | | |
| 15 Other assets (describe ▶) | | | NONE | | | |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | | 6,471,919. | 3,505,408. | 26,058,298. | |
| 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 (attach schedule) | | | | | |
| | 22 Other liabilities (describe ▶) | | | | | |
| 23 Total liabilities (add lines 17 through 22) | | | | NONE | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 Capital stock, trust principal, or current funds | | | 6,471,919. | 3,505,408. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | | | |
| | 30 Total net assets or fund balances (see instructions) | | | 6,471,919. | 3,505,408. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | | 6,471,919. | 3,505,408. | |

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 | 6,471,919. |
| 2 Enter amount from Part I, line 27a | 2 | -3,023,113. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 3 | 56,602. |
| 4 Add lines 1, 2, and 3 | 4 | 3,505,408. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,505,408. |

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 PUBLICLY TRADED SECURITIES | | | | | |
| 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 9,078,980. | | 8,626,110. | 452,870. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (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 | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| a | | | 452,870. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 452,870. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | | |

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)) |
|---|---------------------------------------|---|--|
| 2011 | 21,867,711. | 17,864,858. | 1.224063 |
| 2010 | 24,839,576. | 92,871,820. | 0.267461 |
| 2009 | 28,034,739. | 13,940,578. | 2.011017 |
| 2008 | 32,179,483. | 24,181,808. | 1.330731 |
| 2007 | 35,322,998. | 40,076,401. | 0.881391 |
| 2 Total of line 1, column (d) | | | 2 5.714663 |
| 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 1.142933 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 7,537,711. |
| 5 Multiply line 4 by line 3 | | | 5 8,615,099. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 23,089. |
| 7 Add lines 5 and 6 | | | 7 8,638,188. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 18,878,008. |

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

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

| | | |
|---|-----------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | 1 | 23,089. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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 | |
| 3 Add lines 1 and 2 | 3 | 23,089. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 23,089. |
| 6 Credits/Payments | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a | | 268,519. |
| b Exempt foreign organizations - tax withheld at source 6b | | NONE |
| c Tax paid with application for extension of time to file (Form 8868) 6c | | NONE |
| d Backup withholding erroneously withheld 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 268,519. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 245,430. |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 23,092. Refunded <input checked="" type="checkbox"/> | 11 | 222,338. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ | | |
| 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) <input checked="" type="checkbox"/> NY | | |
| 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 2012 or the taxable year beginning in 2012 (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 |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <u>N/A</u> | | | | |
| 14 | The books are in care of <u>U.S. TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year | 15 | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| | | | | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2012 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 2012) | 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 2012? | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**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? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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 (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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 7 | | 35,453. | -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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ **NONE**Form **990-PF** (2012)

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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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 | 5,982,825. |
| b | Average of monthly cash balances | 1b | 1,669,673. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 7,652,498. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 7,652,498. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 114,787. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,537,711. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 376,886. |

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 | 376,886. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 23,089. |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 23,089. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 353,797. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 353,797. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 353,797. |

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 | 18,878,008. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 18,878,008. |
| 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 | 23,089. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 18,854,919. |

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 2011 | (c) 2011 | (d) 2012 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 353,797. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | NONE |
| b From 2008 | | | | 31,367,613. |
| c From 2009 | | | | 27,322,626. |
| d From 2010 | | | | 24,467,703. |
| e From 2011 | | | | 21,185,674. |
| f Total of lines 3a through e | 104,343,616. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 18,878,008. | | | | |
| a Applied to 2011, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 353,797. |
| e Remaining amount distributed out of corpus | 18,524,211. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 122,867,827. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | NONE |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 122,867,827. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 31,367,613. | | | |
| b Excess from 2009 | 27,322,626. | | | |
| c Excess from 2010 | 24,467,703. | | | |
| d Excess from 2011 | 21,185,674. | | | |
| e Excess from 2012 | 18,524,211. | | | |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

2a 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) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| | | | | |
| 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).)

RUSSELL L CARSON

JUDITH M CARSON

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.

N/A

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 or e-mail of the person to whom applications should be addressed.

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 ATTACHED STATEMENT | NONE | PUBLIC CHA | SEE ATTACHED | 18,725,000. |
| Total | | | ▶ 3a | 18,725,000. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Enter gross amounts unless otherwise indicated

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

- | | | |
|---|--------------|----|
| 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? | Yes | No |
| 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. | | |

[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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

**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.

► Karen / Kiser

09/17/2013
Date

▶ SVP Tax
Title

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

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

| | |
|---|------|
| Check <input type="checkbox"/> if self-employed | PTIN |
|---|------|

Firm's name

Firm's address ►

Firm's EIN ►

Phone no

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

UD CARSON FAM CHARITABLE TRUST

13-6957038

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

UD CARSON FAM CHARITABLE TRUST

Employer identification number

13-6957038

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | RUSSELL CARSON 114 WEST 47TH ST. NEW YORK, NY 10036 | \$ 15,895,725. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| BOFA CASH RESERVES TRUST CLASS | 1,158. | 1,158. |
| COLUMBIA DIVIDEND INCOME FUND CLASS Z SH | 21,355. | 21,355. |
| THORNBURG INTL VALUE FUND CL I | 8,003. | 8,003. |
| | ----- | ----- |
| TOTAL | 30,516. | 30,516. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER INCOME
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|------------------------------------|--|--------------------------------------|
| FEDERAL TAX REFUND | 1,870. | |
| LANDMARK SECONDARY PARTNERS IX LP | | 8,906. |
| ACCOLADE PARTNERS LP | | 97,513. |
| WCAS X CO-INVESTORS LLC | | 1,648,480. |
| WCAS X-DP CO-INVESTORS LP (CAYMAN) | | 108,925. |
| VMP HOLDING COMPANY II LLC | | 2,417. |
| | ----- | ----- |
| TOTALS | 1,870. | 1,866,241. |
| | ===== | ===== |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| EXCISE TAX - PRIOR YEAR | 340,883. | |
| EXCISE TAX ESTIMATES | 162,915. | |
| FOREIGN TAXES ON QUALIFIED FOR | 1,016. | 1,016. |
| | ----- | ----- |
| TOTALS | 504,814. | 1,016. |
| | ===== | ===== |

UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|---------------------------|--|--------------------------------------|---------------------------------|
| OTHER CHARITABLE EXPENSES | 250. | | 250. |
| OTHER CHARITABLE EXPENSES | 13. | | 13. |
| PARTNERSHIP EXPENSES | | 18,461. | |
| TOTALS | ----- 263. ===== | ----- 18,461. ===== | ----- 263. ===== |

UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART II - OTHER INVESTMENTS
=====

| DESCRIPTION ----- | COST/ FMV C OR F ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|--------------------------------|---------------------------------|-------------------------------|-----------------------|
| 99C047992 LANDMARK SECONDARY P | C | 226,240. | 47,293. |
| 99C048008 ACCOLADE PARTNERS LP | C | 325,000. | 457,893. |
| 99Z485825 WCAS X CO-INVESTORS | C | | 22,598,944. |
| | | ----- | ----- |
| TOTALS | | 551,240. | 23,104,130. |
| | | ===== | ===== |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

| DESCRIPTION ----- | AMOUNT ----- |
|----------------------|-----------------|
| PARTNERSHIP ADJ | 12,589. |
| TYE INCOME ADJ | 44,012. |
| ROUNDING | 1. |
| | ----- |
| TOTAL | 56,602. |
| | ===== |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 W 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 27,453.

OFFICER NAME:

EDWARD S CARSON

ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 8,000.

OFFICER NAME:

RUSSELL CARSON

ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:

JUDITH CARSON

ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

UD CARSON FAM CHARITABLE TRUST

13-6957038

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CECILY CARSON

ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

35,453.

=====

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

UD CARSON FAM CHARITABLE TRUST

13-6957038

990PF

12/31/2012

| Posting Date | Amount | Distribution | Relationship to substantial contributor | Purpose | Recipient | Foundation Status of |
|--------------|---------------|----------------------------------|---|------------------------------|----------------|----------------------|
| 2/13/2012 | (\$100,000) | SETON EDUCATION PARTNERS | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 2/16/2012 | (\$50,000) | BETTY FORD CENTER AT EISENHOWER | NONE | INSTALLMENT 4 OF 5 | PUBLIC CHARITY | |
| 3/23/2012 | (\$100,000) | INTERNATIONAL RESCUE COMMITTEE, | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY | |
| 3/23/2012 | (\$100,000) | NATIONAL CENTER ON ADDICTION AND | NONE | INSTALLMENT 2 OF 5 | PUBLIC CHARITY | |
| 3/23/2012 | (\$1,000,000) | HARLEM CHILDREN'S ZONE, INC | NONE | INSTALLMENT 2 OF 5 | PUBLIC CHARITY | |
| 3/23/2012 | (\$50,000) | HAZELDEN FOUNDATION | NONE | INSTALLMENT 3 OF 5 | PUBLIC CHARITY | |
| 3/23/2012 | (\$200,000) | TEACH FOR AMERICA | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY | |
| 3/23/2012 | (\$150,000) | NEW YORK STEM CELL FOUNDATION, | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY | |
| 3/28/2012 | (\$25,000) | CARY INSTITUTE OF ECOSYSTEM | NONE | INSTALLMENT 1 OF 3 | PUBLIC CHARITY | |
| 3/28/2012 | (\$200,000) | LINCOLN CENTER FOR THE | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY | |
| 3/28/2012 | (\$150,000) | ACHIEVEMENT FIRST, INC. | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY | |
| 4/3/2012 | (\$1,000,000) | NEW YORK GENOME CENTER | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY | |
| 4/19/2012 | (\$130,000) | THE BERKSHIRE TACONIC COMMUNITY | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY | |
| 4/19/2012 | (\$250,000) | TURNAROUND FOR CHILDREN, INC. | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY | |
| 4/27/2012 | (\$1,000,000) | ENDOWMENT FOR INNER-CITY | NONE | INSTALLMENT 4 OF 10 | PUBLIC CHARITY | |
| 5/3/2012 | (\$175,000) | GODDARD RIVERSIDE COMMUNITY | NONE | INSTALLMENT 1 OF 3 | PUBLIC CHARITY | |
| 5/3/2012 | (\$125,000) | UPWARDLY GLOBAL | NONE | INSTALLMENT 2 OF 5 | PUBLIC CHARITY | |
| 5/8/2012 | (\$30,000) | ASPHALT GREEN, INC | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 5/22/2012 | (\$100,000) | CLASSROOM, INC | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY | |
| 5/22/2012 | (\$250,000) | TEACH FOR AMERICA | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 5/24/2012 | (\$350,000) | TRUSTEES OF COLUMBIA UNIVERSITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 5/24/2012 | (\$75,000) | EDUCATORS FOR EXCELLENCE | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY | |
| 5/24/2012 | (\$50,000) | NATIONAL FOUNDATION FOR TEACHING | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY | |
| 5/24/2012 | (\$250,000) | ROBIN HOOD FOUNDATION | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 6/4/2012 | (\$75,000) | AMERICAN SKIN ASSOCIATION, INC. | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY | |
| 6/15/2012 | (\$250,000) | GOOD SHEPHERD SERVICES | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY | |
| 6/15/2012 | (\$250,000) | NEW YORK PUBLIC LIBRARY | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY | |
| 6/15/2012 | (\$100,000) | NEW-YORK HISTORICAL SOCIETY | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY | |
| 6/15/2012 | (\$100,000) | CORNELL UNIVERSITY | NONE | INSTALLMENT 8 OF 10 | PUBLIC CHARITY | |
| 6/15/2012 | (\$15,000) | NEW YORK INTERSCHOOL ASSOCIATION | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY | |
| 6/15/2012 | (\$150,000) | NEIGHBORHOOD COALITION FOR | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY | |
| 6/15/2012 | (\$200,000) | STUDENT SPONSOR PARTNERSHIP, INC | NONE | INSTALLMENT 5 OF 5 | PUBLIC CHARITY | |

| | | | | |
|------------|--|------|------------------------------|----------------|
| 6/26/2012 | (\$500,000) UNCOMMON SCHOOLS, INC. | NONE | INSTALLMENT 5 OF 5 | PUBLIC CHARITY |
| 6/26/2012 | (\$100,000) NOTRE DAME SCHOOL OF MANHATTAN | NONE | INSTALLMENT 3 OF 3 | PUBLIC CHARITY |
| 6/26/2012 | (\$100,000) ROBERT A. TOIGO FOUNDATION | NONE | INSTALLMENT 12 OF 17 | PUBLIC CHARITY |
| 6/26/2012 | (\$300,000) NEW-YORK HISTORICAL SOCIETY | NONE | INSTALLMENT 5 OF 5 | PUBLIC CHARITY |
| 6/29/2012 | (\$25,000) NEW YORK ACADEMY OF MEDICINE | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 7/11/2012 | (\$100,000) HARVARD UNIVERSITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 7/13/2012 | (\$250,000) FUND FOR THE CITY OF NEW YORK, | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY |
| 7/13/2012 | (\$100,000) URBAN EDUCATION EXCHANGE, INC. | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY |
| 7/27/2012 | (\$500,000) CENTRAL PARK CONSERVANCY, INC. | NONE | INSTALLMENT 1 OF 6 | PUBLIC CHARITY |
| 7/27/2012 | (\$100,000) CRISTO REY BROOKLYN HIGH SCHOOL | NONE | INSTALLMENT 1 OF 3 | PUBLIC CHARITY |
| 7/27/2012 | (\$200,000) TRUSTEES OF DARTMOUTH COLLEGE | NONE | INSTALLMENT 4 | PUBLIC CHARITY |
| 8/2/2012 | (\$25,000) AMERICAN MUSEUM OF NATURAL | NONE | INSTALLMENT 5 OF 5 | PUBLIC CHARITY |
| 8/2/2012 | (\$400,000) ST LUKE'S-ROOSEVELT HOSPITAL | NONE | INSTALLMENT 5 OF 5 | PUBLIC CHARITY |
| 8/2/2012 | (\$50,000) TEACHING MATTERS, INC. | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY |
| 8/14/2012 | (\$1,000,000) NEW YORK GENOME CENTER | NONE | INSTALLMENT 2 OF 5 | PUBLIC CHARITY |
| 8/21/2012 | (\$50,000) CENTER FOR NEW AMERICAN SECURITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 8/21/2012 | (\$100,000) COMMON GROUND COMMUNITY | NONE | INSTALLMENT 1 OF 3 | PUBLIC CHARITY |
| 8/21/2012 | (\$50,000) MANHATTAN INSTITUTE FOR POLICY | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY |
| 8/21/2012 | (\$200,000) PUBLIC PREPARATORY NETWORK, INC | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY |
| 8/31/2012 | (\$100,000) EXALT YOUTH | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY |
| 9/13/2012 | (\$250,000) SPONSORS FOR EDUCATIONAL | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 10/22/2012 | (\$25,000) COLD SPRING HARBOR LABORATORY | NONE | INSTALLMENT 1 OF 4 | PUBLIC CHARITY |
| 10/22/2012 | (\$200,000) METROPOLITAN OPERA ASSOCIATION, | NONE | INSTALLMENT 1 OF 5 | PUBLIC CHARITY |
| 10/23/2012 | (\$100,000) CREDIT WHERE CREDIT IS DUE, INC. | NONE | INSTALLMENT 3 OF 5 | PUBLIC CHARITY |
| 10/23/2012 | (\$250,000) SUCCESS CHARTER NETWORK, INC | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY |
| 10/23/2012 | (\$100,000) VASSAR BROTHERS MEDICAL CENTER | NONE | INSTALLMENT 2 OF 5 | PUBLIC CHARITY |
| 11/2/2012 | (\$250,000) AMERICAN RED CROSS GREATER NY | NONE | DONATION FOR HURRICANE SANDY | PUBLIC CHARITY |
| 11/8/2012 | (\$1,000,000) ROBIN HOOD FOUNDATION | NONE | INSTALLMENT 3 OF 3 | PUBLIC CHARITY |
| 11/8/2012 | (\$500,000) THE CHILDREN'S HEALTH FUND | NONE | INSTALLMENT 2 OF 4 | PUBLIC CHARITY |
| 11/19/2012 | (\$500,000) ROBIN HOOD FOUNDATION | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 11/20/2012 | (\$500,000) THE PARTNERSHIP FOR INNER-CITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 11/30/2012 | (\$50,000) NEW YORK PUBLIC RADIO | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY |
| 11/30/2012 | (\$50,000) FRIENDS OF THE CHILDREN NEW | NONE | INSTALLMENT 2 OF 3 | PUBLIC CHARITY |
| 11/30/2012 | (\$100,000) PAUL J. CURRAN FUND, INC. | NONE | INSTALLMENT 2 OF 2 | PUBLIC CHARITY |
| 11/30/2012 | (\$100,000) KENYON COLLEGE | NONE | INSTALLMENT 7 OF 10 | PUBLIC CHARITY |
| 12/4/2012 | (\$500,000) ROCKEFELLER UNIVERSITY | NONE | INSTALLMENT 1 OF 10 | PUBLIC CHARITY |
| 12/4/2012 | (\$250,000) MATH FOR AMERICA, INC. | NONE | INSTALLMENT 2 OF 4 | PUBLIC CHARITY |
| 12/4/2012 | (\$1,000,000) NEW YORK AND PRESBYTERIAN | NONE | INSTALLMENT 5 OF 8 | PUBLIC CHARITY |
| 12/21/2012 | (\$50,000) THE MATCH SCHOOL FOUNDATION, INC | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY |
| 12/21/2012 | (\$50,000) RESERVE ELDER SERVICE, INC | NONE | INSTALLMENT 3 OF 3 | PUBLIC CHARITY |

| | | | | | |
|------------|-------------|----------------------------------|------|------------------------------|----------------|
| 12/21/2012 | (\$75,000) | MELANOMA RESEARCH ALLIANCE | NONE | INSTALLMENT 3 OF 3 | PUBLIC CHARITY |
| 12/21/2012 | (\$500,000) | ROCKEFELLER UNIVERSITY | NONE | INSTALLMENT 1 OF 2 | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | TRUSTEES OF COLUMBIA UNIVERSITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$10,000) | KENYON COLLEGE | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$5,000) | COLLEGIATE SCHOOL, INC. | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$10,000) | CONVENT OF THE SACRED HEART | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | THE PARTNERSHIP FOR INNER-CITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$5,000) | NATIONAL PSORIASIS FOUNDATION | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$25,000) | AMERICAN RED CROSS IN GREATER | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$25,000) | LITTLE SISTERS OF THE ASSUMPTION | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | ST JOHN'S BREAD AND LIFE | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$25,000) | PLANNED PARENTHOOD OF NEW YORK | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$25,000) | INTERNATIONAL RESCUE COMMITTEE, | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$25,000) | DUTCHESS LAND CONSERVANCY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$10,000) | ASSOCIATION TO BENEFIT CHILDREN | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | CENTRAL PARK CONSERVANCY, INC | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | NEW YORK AND PRESBYTERIAN | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | THE NEW YORK CITY CENTER FOR | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/24/2012 | (\$50,000) | NEW YORK PUBLIC RADIO | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/26/2012 | (\$100,000) | TRUSTEES OF DARTMOUTH COLLEGE | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/26/2012 | (\$100,000) | ROCKEFELLER UNIVERSITY | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/26/2012 | (\$100,000) | MARYMOUNT MANHATTAN COLLEGE | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/26/2012 | (\$100,000) | METROPOLITAN MUSEUM OF ART | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/26/2012 | (\$100,000) | MUSEUM OF ARTS AND DESIGN | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |
| 12/27/2012 | (\$10,000) | EXODUS SCHOOL | NONE | UNRESTRICTED GENERAL SUPPORT | PUBLIC CHARITY |

(\$18,725,000)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

| | | | | |
|--|---|--|--|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions | | Enter filer's identifying number, see instructions | |
| | UD CARSON FAM CHARITABLE TRUST | | Employer identification number (EIN) or | |
| | Number, street, and room or suite no. If a P.O. box, see instructions | | 13-6957038 | |
| | BANK OF AMERICA N.A. PO BOX 1802 | | Social security number (SSN) | |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions. | | | | |
| PROVIDENCE, RI 02901-1802 | | | | |

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 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | 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 ► U.S. TRUST FIDUCIARY TAX SERVICES
Telephone No ► (888) 866-3275 FAX No. ► 401 278-8944
- 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 11/15, 2013
- 5 For calendar year 2012, or other tax year beginning , 20 , and ending , 20
- 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 REQUESTED 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 \$ | 23,485. |
| 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 \$ | 268,519. |
| 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 \$ | — |

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 ► KAREN J. KISER Title ► SVP, TAX Date ►

Form 8868 (Rev 1-2013)