Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
CARSON FAMILY FOUNDATION
C/O SUSAN CARSON

A Employer identification number
36-4478861

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
21078 LONG GROVE ROAD

B Telephone number
(630) 896-6110

City or town, state, and ZIP code
KILDEER, IL 60047

C If exemption application is pending, check here ▶ [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,180,024.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,442,091.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,027.	3,447.		STATEMENT 1
	4 Dividends and interest from securities	38,985.	38,985.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	178,748.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		178,748.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<2,001.>	<2,001.>	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,662,850.	219,179.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	303.	303.	0.	0.
	18 Taxes STMT 4	2,138.	397.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	19,914.	19,562.	0.	25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,355.	20,262.	0.	25.
	25 Contributions, gifts, grants paid	62,357.			62,357.
	26 **Total expenses and disbursements.** Add lines 24 and 25	84,712.	20,262.	0.	62,382.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,578,138.			
	b **Net investment income** (if negative, enter -0-)		198,917.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

5-18-38

12180717 133333 7629709 2012.04000 CARSON FAMILY FOUNDATION C/ 76297091

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,809.	12,586.	12,586.
	2 Savings and temporary cash investments	49,314.	675,711.	675,711.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,355,686.	1,875,545.	2,057,627.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	0.	434,054.	434,054.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ INTEREST RECEIVABLE)	0.	46.	46.
	16 **Total assets** (to be completed by all filers)	1,419,809.	2,997,942.	3,180,024.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,435,605.	1,419,809.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<15,796.>	1,578,133.	
	30 **Total net assets or fund balances**	1,419,809.	2,997,942.	
	31 **Total liabilities and net assets/fund balances**	1,419,809.	2,997,942.	

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	1,419,809.
2	Enter amount from Part I, line 27a	2	1,578,138.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,997,947.
5	Decreases not included in line 2 (itemize) ▶ MERITAGE NON DEDUCTIBLE EXPENSE	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,997,942.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				178,748.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				178,748.

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** 178,748.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	80,498.	1,712,787.	.046998
2010	100,185.	1,637,829.	.061169
2009	73,546.	1,448,150.	.050786
2008	29,585.	895,265.	.033046
2007	59,895.	889,685.	.067322

2 **Total** of line 1, column (d)	2	.259321
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	.051864
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,851,091.
5 Multiply line 4 by line 3	5	96,005.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,989.
7 Add lines 5 and 6	7	97,994.
8 Enter qualifying distributions from Part XII, line 4	8	62,382.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,978.
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	3,978.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	3,978.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,320.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	2.
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	4,340.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,340. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSAN CARSON Telephone no. ▶ (630) 896-6110

Located at ▶ 21078 LONG GROVE ROAD, KILDEER, IL ZIP+4 ▶ 60047

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN CARSON 21078 LONG GROVE ROAD KILDEER, IL 60047	PRESIDENT/TREASURER 0.00	0.	0.	0.
CRAIG CARSON 21078 LONG GROVE ROAD KILDEER, IL 60047	VICE-PRES/SECRETARY 0.00	0.	0.	0.
ANN CARSON 21078 LONG GROVE ROAD KILDEER, IL 60047	DIRECTOR 0.00	0.	0.	0.
ERIC CARSON 21078 LONG GROVE ROAD KILDEER, IL 60047	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2012)

223561
12-05-12

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	1,769,638.
b	Average of monthly cash balances	1b	109,642.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,879,280.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,879,280.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,189.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,851,091.
6	**Minimum investment return.** Enter 5% of line 5	6	92,555.

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	92,555.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,978.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,577.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	88,577.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,577.

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	62,382.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	62,382.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,382.

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				88,577.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 12,923.				
b From 2008				
c From 2009 — 1,421.				
d From 2010 — 18,467.				
e From 2011				
f Total of lines 3a through e	32,811.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 62,382.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				62,382.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	26,195.			26,195.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,616.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,616.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 — 6,616.				
d Excess from 2011				
e Excess from 2012				

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 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SUSAN 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.

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

SEE STATEMENT 8

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				
AURORA UNIVERSITY - ARTS & IDEAS SERIES 347 S. GLADSTONE AVE. AURORA, IL 60656	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
CAMP LAKEVIEW 13500 W LAKE RD SEYMOUR, IN 47274	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	540.
CFIDS ASSOCIATION OF AMERICA PO BOX 220398 CHARLOTTE, NC 28222	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
COMMUNITY FOUNDATION OF THE FOX RIVER VALLEY 111 W DOWNER PLACE, SUITE 312 AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	200.
DUNAMIS PEACE INSTITUTE PO BOX 433 ALLENSPARK, CO 80510	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	62,357.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,027.	
4 Dividends and interest from securities			14	38,985.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	<2,001.>	
8 Gain or (loss) from sales of assets other than inventory			18	178,748.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		220,759.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 220,759.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: Sue Carson | Date: 8/1/13 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRYAN PITSTICK		7/25/13		P00285763

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 20 N. MARTINGALE RD., STE 500, SCHAUMBURG, IL 60173 — Phone no. 847-517-7070

Form 990-PF (2012)

223622 12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

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
CARSON FAMILY FOUNDATION C/O SUSAN CARSON	36-4478861

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	Employer identification number
CARSON FAMILY FOUNDATION C/O SUSAN CARSON	36-4478861

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	THE MELRENE FUND P.O. BOX 272 NORTH AURORA, IL 60542	$ 1,442,091.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
CARSON FAMILY FOUNDATION C/O SUSAN CARSON	36-4478861

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

CARSON FAMILY FOUNDATION
C/O SUSAN CARSON

Employer identification number

36-4478861

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Oppenheimer & Co. Inc.

Proceeds from Broker and Barter Exchange Transactions

Account G241691356

2012

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (not reported to the IRS)	Gain or loss (not reported to the IRS)	Additional Information (not reported to the IRS)	Notes
PINNACLE ENTMT INC B/E 8 625% DUE 08/01/17 / CUSIP 723456AK5 / Symbol							
12/21/12	3,000 000	3,232 50	07/30/12	3,292 50	-60 00	Sale Original basis $3,292 50	

*UNDETERMINED TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Consult your investment records for the cost basis and/or the date of acquisition to determine whether the transactions in this section are long term or short term

Report on Form 8949, either Part I or Part II as appropriate, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (not reported to the IRS)	Gain or loss (not reported to the IRS)	Additional Information (not reported to the IRS)	Notes
FHLMC PC GOLD COMB 15 4 5% DUE 06/01/21 PL G1-2484 / CUSIP 3128M1UH0 / Symbol							
12/17/12	0 000	131 18	N/A	.		Principal payment	
FNMA SERIES 93250 CL DZ 7% DUE 12/25/23 / CUSIP 31359FWN4 / Symbol							
12/26/12	0 000	35 10	N/A			Principal payment	
FHLMC REMIC SERIES R010 CL AB 5 5% DUE 12/15/19 / CUSIP 31397EUZ6 / Symbol							
12/17/12	0 000	103 02	N/A			Principal payment	
GNMA PASS-THRU M SINGLE FAMILY 10% DUE 12/20/16 PL 000679M / CUSIP 36202AXG7 / Symbol							
12/20/12	0 000	4 66	N/A			Principal payment	
GNMA PASS-THRU X SINGLE FAMILY 7% DUE 11/15/23 PL 363760X / CUSIP 36204AB53 / Symbol							
12/17/12	0 000	4 74	N/A			Principal payment	
GNMA PASS-THRU X SINGLE FAMILY 8% DUE 05/15/22 PL 324816X / CUSIP 36224CYM3 / Symbol							
12/17/12	0 000	9 90	N/A			Principal payment	
	Totals:	**288.60**		**0.00**	**0.00**		

Oppenheimer & Co. Inc.

Account G310501353

Proceeds from Broker and Barter Exchange Transactions

2012

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ASTON/MONTAG & CLDWL GRTH-N OPEN END / CUSIP 00078H299 / Symbol MCGFX							
12/06/12	213 491	5,510 20	02/03/12	5,104 57	405 63	Sale	
12/12/12	109 001	2,828 57	02/03/12	2,606 21	222 36	Sale	
	Security total	8,338 77		7,710 78	627 99		
CAMBIAR OPPTY PORT INS OPEN END / CUSIP 00758M261 / Symbol CAMOX							
	2 tax lots for 11/14/12 Total proceeds (and cost when required) reported to the IRS						
	73 993	*1,234 20*	*01/03/12*	*1,235 69*	*-1 49*	*Sale*	
	1,032 597	*17,223.72*	*01/10/12*	*17,998 17*	*-774 45*	*Sale*	
11/14/12	1,106 590	18,457.92	VARIOUS	19,233 86	-775 94	Total of 2 lots	
COLUMBIA SELECT LARGE-CAP VALUE FD / CUSIP 19766H619 / Symbol SLVAX							
12/06/12	340 978	5,510 20	11/15/12	5,210 14	300 06	Sale	
12/12/12	173 213	2,828 57	11/15/12	2,646 69	181 88	Sale	
	Security total	8,338 77		7,856 83	481 94		
CULLEN HIGH DIVIDEND EQUITY FD OPEN END / CUSIP 230001208 / Symbol CHDEX							
12/06/12	395 564	5,510 20	02/03/12	5,221 44	288 76	Sale	
12/12/12	201 179	2,828 57	02/03/12	2,655 56	173 01	Sale	
	Security total	8,338 77		7,877 00	461 77		
	Totals:	**43,474.23**		**42,678.47**	**795.76**		

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
COHEN & STEERS REALTY SHS OPEN END / CUSIP. 192476109 / Symbol CSRSX							
01/10/12	19 620	1,199 98	05/12/11	1,276 87	-76 89	Sale	
COLUMBIA MARSICO FOCUSED EQTY FD A / CUSIP 19765H263 / Symbol NFEAX							
	2 tax lots for 02/03/12 Total proceeds (and cost when required) reported to the IRS						
	288 285	*6,820 82*	*05/12/11*	*6,800 65*	*20 17*	*Sale*	

Oppenheimer & Co. Inc. | Account G310501353

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
COLUMBIA MARSICO FOCUSED EQTY FD A / CUSIP 19765H263 / Symbol NFEAX (cont'd)							
	186.501	*4,412 61*	*12/13/11*	*4,103 04*	*309 57*	*Sale*	
02/03/12	474 786	11,233 43	VARIOUS	10,903 69	329 74	Total of 2 lots	
GATEWAY FUND CLASS A OPEN END SBI/CBI / CUSIP. 367829207 / Symbol GATEX							
5 tax lots for 02/03/12 Total proceeds (and cost when required) reported to the IRS							
	11 676	*312 92*	*03/28/11*	*308 47*	*4 45*	*Sale*	
	32 372	*867 57*	*05/12/11*	*870 82*	*-3 25*	*Sale*	
	12 403	*332 40*	*06/27/11*	*326 32*	*6 08*	*Sale*	
	13 139	*352 13*	*09/26/11*	*328 87*	*23 26*	*Sale*	
	14 477	*387 98*	*12/22/11*	*379 73*	*8 25*	*Sale*	
02/03/12	84 067	2,253 00	VARIOUS	2,214 21	38 79	Total of 5 lots	
JPMORGAN EMERGING MKTS EQTY A OPEN END / CUSIP 4812A0607 / Symbol JFAMX							
02/03/12	167 289	3,797 47	05/12/11	3,951 37	-153 90	Sale	
	Totals:	**18,483.88**		**18,346.14**	**137.74**		

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
CAMBIAR OPPTY PORT INS OPEN END / CUSIP 00758M261 / Symbol CAMOX							
02/03/12	5,044.471	92,212 93	02/16/10	76,776 85	15,436 08	Sale	
2 tax lots for 11/14/12 Total proceeds (and cost when required) reported to the IRS							
	9,101 247	*151,808 80*	*02/16/10*	*138,520 98*	*13,287 82*	*Sale*	
	156 224	*2,605 82*	*01/03/11*	*2,866 71*	*-260 89*	*Sale*	
11/14/12	9,257 471	154,414 62	VARIOUS	141,387 69	13,026 93	Total of 2 lots	
	Security total	246,627 55		218,164 54	28,463 01		
BARON GROWTH FD OPEN END / CUSIP 068278209 / Symbol BGRFX							
01/10/12	15 513	807 63	01/09/07	773 32	34 31	Sale	

Oppenheimer & Co. Inc. Account G310501353

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
BARON GROWTH FD OPEN END / CUSIP 068278209 / Symbol BGRFX (cont'd)							
2 tax lots for 12/06/12 Total proceeds (and cost when required) reported to the IRS							
	63 526	*3,391 68*	*01/09/07*	*3,166 77*	*224 91*	*Sale*	
	5 278	*281 79*	*12/24/07*	*267 23*	*14 57*	*Sale*	
12/06/12	68 804	3,673 47	VARIOUS	3,434 00	239 48	Total of 2 lots	
12/12/12	35 306	1,885 71	12/24/07	1,787 56	98 15	Sale	
Security total		6,366 81		5,994 88	371 94		
COHEN & STEERS REALTY SHS OPEN END / CUSIP 192476109 / Symbol CSRSX							
12/06/12	47 535	3,214 29	05/12/11	3,093 58	120 71	Sale	
12/12/12	24 318	1,650 00	05/12/11	1,582 62	67 38	Sale	
Security total		4,864 29		4,676 20	188 09		
COLUMBIA MARSICO FOCUSED EQTY FD A / CUSIP 19765H263 / Symbol NFEAX							
01/10/12	421 623	9,499 16	05/05/05	7,433 21	2,065 95	Sale	
10 tax lots for 02/03/12. Total proceeds (and cost when required) reported to the IRS							
	441 718	*10,451 05*	*05/05/05*	*7,787 49*	*2,663 56*	*Sale*	
	13 957	*330 22*	*01/11/06*	*294 21*	*36 01*	*Sale*	
	954 149	*22,575 17*	*03/08/06*	*19,712 71*	*2,862 46*	*Sale*	
	27 265	*645 09*	*01/09/07*	*600 11*	*44 98*	*Sale*	
	56 174	*1,329 08*	*12/14/07*	*1,408 29*	*-79 21*	*Sale*	
	8,936 170	*211,429 78*	*11/25/08*	*126,000 00*	*85,429 78*	*Sale*	
	40 634	*961 40*	*12/15/08*	*583 91*	*377 49*	*Sale*	
	935 018	*22,122 53*	*01/12/09*	*13,286 60*	*8,835 93*	*Sale*	
	21.367	*505 54*	*06/19/09*	*330 97*	*174 57*	*Sale*	
	8 511	*201 37*	*12/14/09*	*161 11*	*40 26*	*Sale*	
02/03/12	11,434 963	270,551 23	VARIOUS	170,165 40	100,385 83	Total of 10 lots	
Security total		280,050 39		177,598 61	102,451 78		
DIAMOND HILL SMALL CAP FD A OPEN END / CUSIP 25264S304 / Symbol DHSCX							
12/06/12	144 058	3,673 47	02/16/10	3,068 44	605 03	Sale	
12/12/12	73 574	1,885 71	02/16/10	1,567 13	318 58	Sale	
Security total		5,559 18		4,635 57	923 61		
GATEWAY FUND CLASS A OPEN END SBI/CBI / CUSIP 367829207 / Symbol GATEX							
01/10/12	238 222	6,334 33	03/08/06	6,086 57	247 76	Sale	

Oppenheimer & Co. Inc. | **Proceeds from Broker and Barter Exchange Transactions (continued)** | Account G310501353

2012

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss	Additional Information	Notes
GATEWAY FUND CLASS A OPEN END SBI/CBI / CUSIP 367829207 / Symbol GATEX (cont'd)							
	23 tax lots for 02/03/12 Total proceeds (and cost when required) reported to the IRS						
	260.921	*6,992 68*	*03/08/06*	*6,666 53*	*326 15*	*Sale*	
	6 020	*161 34*	*06/29/06*	*154 17*	*7 17*	*Sale*	
	5 585	*149 68*	*09/28/06*	*148 73*	*0 95*	*Sale*	
	10 931	*292 95*	*12/28/06*	*295 69*	*-2.74*	*Sale*	
	6 861	*183 87*	*03/29/07*	*188.39*	*-4 52*	*Sale*	
	5 805	*155 57*	*06/28/07*	*164 16*	*-8 59*	*Sale*	
	5.738	*153 78*	*09/27/07*	*164 92*	*-11 14*	*Sale*	
	5 554	*148 85*	*12/28/07*	*159 29*	*-10 44*	*Sale*	
	6 080	*162 94*	*03/31/08*	*168 04*	*-5 10*	*Sale*	
	5 234	*140 27*	*06/30/08*	*145 81*	*-5 54*	*Sale*	
	5 421	*145 28*	*09/30/08*	*150 70*	*-5 42*	*Sale*	
	1,529 052	*40,978.59*	*11/25/08*	*35,000 00*	*5,978 59*	*Sale*	
	18 000	*482 40*	*01/05/09*	*435 05*	*47 35*	*Sale*	
	18 178	*487 17*	*03/31/09*	*410 09*	*77 08*	*Sale*	
	13 116	*351 51*	*06/30/09*	*310 59*	*40 92*	*Sale*	
	11 074	*296 78*	*09/29/09*	*271 20*	*25 58*	*Sale*	
	8 698	*233 11*	*12/24/09*	*219 63*	*13 48*	*Sale*	
	524 933	*14,068 20*	*01/12/10*	*13,328 06*	*740 14*	*Sale*	
	10 091	*270 44*	*03/29/10*	*257 01*	*13 43*	*Sale*	
	11 772	*315 49*	*06/28/10*	*288 65*	*26 84*	*Sale*	
	11 743	*314 71*	*09/27/10*	*296 50*	*18 21*	*Sale*	
	13 196	*353 65*	*12/23/10*	*343 23*	*10 42*	*Sale*	
	193 829	*5,194 62*	*01/11/11*	*5,068 64*	*125 98*	*Sale*	
02/03/12	2,687 832	72,033 88	VARIOUS	64,635 08	7,398 80	Total of 23 lots	
Security total		78,368 21		70,721 65	7,646 56		
HARDING LOEVNER INTL EQUITY FD INVESTOR CL / CUSIP 412295503 / Symbol HLMNX							
02/03/12	154 064	2,238 55	11/25/08	1,608 43	630 12	Sale	
12/06/12	175 484	2,755 10	11/25/08	1,832.05	923 05	Sale	
12/12/12	89 230	1,414 29	11/25/08	931 56	482 73	Sale	
Security total		6,407 94		4,372 04	2,035 90		
JPMORGAN EMERGING MKTS EQTY A OPEN END / CUSIP 4812A0607 / Symbol JFAMX							
12/06/12	80 488	1,836 73	05/12/11	1,901 13	-64 40	Sale	
12/12/12	40 816	942 86	05/12/11	964 07	-21 21	Sale	

Oppenheimer & Co. Inc. Account G310501353

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss	Additional Information	Notes
	Security total	2,779 59		2,865 20	-85 61		
LOOMIS SAYLES BD FD RETAIL / CUSIP 543495832 / Symbol LSBRX							
	5 tax lots for 01/10/12 Total proceeds (and cost when required) reported to the IRS						
	5 171	*72 55*	*05/05/05*	*70 07*	*2 48*	*Sale*	
	71 528	*1,003 54*	*06/28/05*	*974 93*	*28 61*	*Sale*	
	69 704	*977 95*	*09/27/05*	*959 82*	*18 13*	*Sale*	
	153 955	*2,159 99*	*12/20/05*	*2,072 23*	*87 76*	*Sale*	
	144 406	*2,026 02*	*01/11/06*	*1,979 80*	*46 22*	*Sale*	
01/10/12	444.764	6,240 05	VARIOUS	6,056 85	183 20	Total of 5 lots	
	18 tax lots for 12/06/12 Total proceeds (and cost when required) reported to the IRS.						
	36 070	*545 02*	*01/11/06*	*494 52*	*50 50*	*Sale*	
	37 428	*565 54*	*03/28/06*	*513 89*	*51 65*	*Sale*	
	39 003	*589 34*	*06/27/06*	*523 81*	*65 53*	*Sale*	
	41 564	*628 03*	*09/26/06*	*584 81*	*43 22*	*Sale*	
	52.964	*800 29*	*12/19/06*	*756 33*	*43 96*	*Sale*	
	38 122	*576 02*	*03/27/07*	*547 82*	*28 20*	*Sale*	
	46 110	*696 72*	*06/26/07*	*659 38*	*37 34*	*Sale*	
	15.578	*235 38*	*07/26/07*	*224 63*	*10 75*	*Sale*	
	15 919	*240 54*	*08/30/07*	*226 68*	*13 86*	*Sale*	
	16 395	*247 73*	*09/27/07*	*238 71*	*9 02*	*Sale*	
	15 916	*240 49*	*11/01/07*	*237 79*	*2 70*	*Sale*	
	16 801	*253 86*	*11/29/07*	*245 46*	*8 40*	*Sale*	
	37 219	*562 38*	*12/18/07*	*532 97*	*29 41*	*Sale*	
	12 404	*187 42*	*01/31/08*	*179 86*	*7 56*	*Sale*	
	16 108	*243 39*	*02/28/08*	*230 83*	*12 56*	*Sale*	
	19 945	*301 37*	*03/27/08*	*280 42*	*20 95*	*Sale*	
	18 116	*273 73*	*04/30/08*	*258 70*	*15 03*	*Sale*	
	10 569	*159 70*	*05/29/08*	*151 03*	*8 67*	*Sale*	
12/06/12	486 231	7,346 95	VARIOUS	6,887 64	459 31	Total of 18 lots	
	7 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS						
	8 476	*128 75*	*05/29/08*	*121 12*	*7 63*	*Sale*	
	20 171	*306 40*	*06/26/08*	*281 99*	*24 41*	*Sale*	
	20 968	*318 50*	*07/31/08*	*284 32*	*34 18*	*Sale*	
	20 699	*314 42*	*08/28/08*	*276 54*	*37 88*	*Sale*	

Oppenheimer & Co. Inc. Account G310501353

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
LOOMIS SAYLES BD FD RETAIL / CUSIP 543495832 / Symbol LSBRX (cont'd)							
	23 005	*349 45*	*09/25/08*	*285 95*	*63 50*	*Sale*	
	27 694	*420 67*	*10/30/08*	*275 00*	*145 67*	*Sale*	
	127 271	*1,933 24*	*11/25/08*	*1,234 53*	*698 72*	*Sale*	
12/12/12	248 284	3,771 43	VARIOUS	2,759 45	1,011 99	Total of 7 lots	
Security total		17,358 43		15,703 94	1,654 50		
PIMCO TOTAL RETURN FD A OPEN END / CUSIP 693390445 / Symbol PTTAX							
	16 tax lots for 01/10/12 Total proceeds (and cost when required) reported to the IRS						
	1,281 177	*13,990 45*	*05/05/05*	*13,747 03*	*243 42*	*Sale*	
	23 162	*252 93*	*06/01/05*	*249 92*	*3 01*	*Sale*	
	30 972	*338 21*	*07/01/05*	*334 81*	*3 40*	*Sale*	
	31 667	*345 80*	*08/01/05*	*338 52*	*7 28*	*Sale*	
	31 245	*341 20*	*09/01/05*	*337 45*	*3 75*	*Sale*	
	34 495	*376 69*	*10/03/05*	*367 37*	*9 32*	*Sale*	
	32 640	*356 43*	*11/01/05*	*343 37*	*13 06*	*Sale*	
	36 048	*393 64*	*12/01/05*	*379 22*	*14 42*	*Sale*	
	81 736	*892 56*	*12/15/05*	*855 78*	*36 78*	*Sale*	
	37 994	*414 89*	*01/03/06*	*398 94*	*15 95*	*Sale*	
	415 562	*4,537 94*	*01/11/06*	*4,367 56*	*170 38*	*Sale*	
	32 499	*354 89*	*02/01/06*	*340.59*	*14 30*	*Sale*	
	32 997	*360 33*	*03/01/06*	*345 81*	*14 52*	*Sale*	
	38 531	*420 76*	*04/03/06*	*398 03*	*22 73*	*Sale*	
	31 196	*340 66*	*05/01/06*	*321 32*	*19 34*	*Sale*	
	16 044	*175 20*	*06/01/06*	*164 13*	*11 07*	*Sale*	
01/10/12	2,187 965	23,892 58	VARIOUS	23,289 85	602 73	Total of 16 lots	
	34 tax lots for 02/03/12 Total proceeds (and cost when required) reported to the IRS						
	18 480	*205 13*	*06/01/06*	*189 05*	*16 08*	*Sale*	
	38 155	*423 52*	*07/03/06*	*388 42*	*35 10*	*Sale*	
	33 511	*371 97*	*08/01/06*	*345 16*	*26 81*	*Sale*	
	35 905	*398 55*	*09/01/06*	*373 77*	*24 78*	*Sale*	
	37 216	*413 10*	*10/02/06*	*388 91*	*24 19*	*Sale*	
	35 916	*398 67*	*11/01/06*	*376 04*	*22 63*	*Sale*	
	36 622	*406 50*	*12/04/06*	*386 36*	*20 14*	*Sale*	
	36 207	*401 90*	*12/14/06*	*378 73*	*23 17*	*Sale*	
	39 388	*437 21*	*01/02/07*	*408 85*	*28 36*	*Sale*	

Oppenheimer & Co. Inc. | Account G310501353

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
PIMCO TOTAL RETURN FD A OPEN END / CUSIP 693390445 / Symbol PTTAX (cont'd)							
	245 219	2,721 93	01/09/07	2,552 73	169 20	Sale	
	35 059	389 15	02/01/07	361 81	27 34	Sale	
	36 926	409 88	03/01/07	385 88	24 00	Sale	
	41 528	460 96	04/02/07	433 14	27 82	Sale	
	38 019	422 01	05/01/07	395 78	26 23	Sale	
	43 586	483 80	06/01/07	445 45	38 35	Sale	
	41 854	464 58	07/02/07	425 24	39 34	Sale	
	39 759	441 32	08/01/07	407 13	34 19	Sale	
	47 660	529 03	09/04/07	492 33	36 70	Sale	
	37 587	417 22	10/01/07	394 29	22 93	Sale	
	44 089	489 39	11/01/07	465 58	23 81	Sale	
	45 580	505 94	12/03/07	490 44	15 50	Sale	
	69 281	769 02	12/13/07	735 76	33 26	Sale	
	40.428	448 75	01/02/08	432 17	16 58	Sale	
	38 364	425 84	02/01/08	422.00	3 84	Sale	
	41 861	464 66	03/03/08	459 22	5 44	Sale	
	36 019	399 81	04/01/08	392 97	6 84	Sale	
	39 709	440 77	05/01/08	433 23	7 54	Sale	
	41 478	460 41	06/02/08	446 72	13 69	Sale	
	41 111	456 33	07/01/08	437.01	19 32	Sale	
	40 508	449 64	08/01/08	429 38	20 26	Sale	
	41 488	460 52	09/02/08	442 26	18 26	Sale	
	38 463	426 94	10/01/08	395 40	31 54	Sale	
	46 052	511 18	11/05/08	466 97	44 21	Sale	
	10,516 222	116,730 07	11/25/08	108,527 41	8,202 66	Sale	
02/03/12	12,039 250	133,635 70	VARIOUS	124,505 59	9,130 11	Total of 34 lots	
12/06/12	275 905	3,214 29	11/25/08	2,847 34	366 95	Sale	
	3 tax lots for 12/12/12 Total proceeds (and cost when required) reported to the IRS						
	60 586	688 26	11/25/08	625 25	63 01	Sale	
	40 839	463 93	12/02/08	420 64	43 29	Sale	
	43 821	497 81	12/12/08	433 83	63 98	Sale	
12/12/12	145 246	1,650 00	VARIOUS	1,479 72	170 28	Total of 3 lots	
	Security total	162,392 57		152,122 50	10,270 07		

Oppenheimer & Co. Inc. Account G310501353

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

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THORNBURG INTL VALUE FD-A OPEN END / CUSIP 885215657 / Symbol TGVAX							
02/03/12	94 545	2,491 25	02/16/10	2,242 61	248 64	Sale	
12/06/12	102 192	2,755 10	02/16/10	2,423 99	331 11	Sale	
12/12/12	51 920	1,414 29	02/16/10	1,231 54	182 75	Sale	
	Security total	6,660 64		5,898 14	762 50		
	Totals:	**817,435.60**		**662,753.27**	**154,682.35**		

OPPENHEIMER

Oppenheimer & Co. Inc.
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Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON
OIA CORE PLUS

Page	Account Number	Financial Advisor	Period Ending
5 of 12	G24-1691356	SCHOENKIN DAVID K - KE4	12/31/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MARTIN MARIETTA CORP REG 7 375% DUE 04/15/13 DEB	CASH	13,000	573275AN4 BAA1 / A-	118 48400	101 86900	15,402.92	13,242.97	(2,160)	7 375%	958	3 47
HOUSEHOLD FIN CORP B/E 4 75% DUE 07/15/13 NOTE	CASH	8,000	441812KD5 BAA1 / A	99 09500	102 08700	7,927 60	8,166 96	239	4 750%	380	2 14
MORGAN STANLEY B/E 4 75% DUE 04/01/14 NOTE	CASH	7,000	61748AAE6 BAA2 / BBB+	102 63900	103 54800	7,184 73	7,248 36	64	4 750%	332	1 90
GOLDMAN SACHS GRP INC MTN BE B/E 6% DUE 05/01/14 MTN	CASH	13,000	38141EA33 A3 / A-	108 37500	106 42500	14,088 75	13,835 25	(254)	6 000%	780	3 63
ALON REFNG KROTZ SPRINGS INC B/E 13 5% DUE 10/15/14 NOTE CALL 10/15/13 @103 375	CASH	4,000	02051PAC2 B2 / B+	104 81400	106 75000	4,192 56	4,270.00	77	13.500%	540	1 12
ARCELORMITTAL SA LUXEMBOURG B/E 4 25% DUE 02/25/15 NOTE	CASH	7,000	03938LAV6 BA1 / BB+	98 63900	101 00600	6,904 73	7,070 42	166	4 250%	297	1 85
BANK OF AMERICA CORPORATION B/E 4 75% DUE 08/01/15 NOTE	CASH	10,000	060505BS2 BAA2 / A-	98 69400	107 92000	9,869 40	10,792 00	923	4 750%	475	2 83
FRANCE TELECOM SA FGN 2 125% DUE 09/16/15 NOTE	CASH	12,000	35177PAU1 A3 / A-	99 82600	102 71000	11,979 12	12,325 20	346	2 125%	255	3 23
JPMORGAN CHASE & CO B/E 2 6% DUE 01/15/16 NT,INV CO	CASH	12,000	46625HHW3 A2 / A	98 59100	103 95700	11,830 92	12,474 84	644	2 600%	312	3 27
BP CAP MKTS P L C FGN 3 2% DUE 03/11/16 NOTE	CASH	13,000	05565QBQ0 A2 / A	99 90800	106 67200	12,988 04	13,867 36	879	3 200%	416	3 64
WELLS FARGO & CO NEW B/E 3.676% DUE 06/15/16 MTN,ADJ	CASH	3,000	949746QU8 A1 / AA-	104 11900	108 11000	3,123 57	3,243 30	120	3 676%	110	0 85
THERMO FISHER SCIENTIFIC INC B/E 2 25% DUE 08/15/16 NOTE	CASH	5,000	883556BA9 BAA1 / A-	102 02900	103 53900	5,101 45	5,176 95	76	2 250%	112	1 36
SPRINT NEXTEL CORP B/E 6% DUE 12/01/16 NOTE	CASH	3,000	852061AD2 B3 / B+	101 21000	108 75000	3,036 30	3,262 50	226	6 000%	180	0 86

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Page	Account Number	Financial Advisor	Period Ending
6 of 12	G24-1691356	SCHOENKIN DAVID K - KE4	12/31/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GENERAL ELEC CAP CORP MTN BE B/E 2 9% DUE 01/09/17 MTN	CASH	15,000	36962G5N0 A1 / AA+	103 61900	105 73400	15 542 85	15,860 10	317	2 900%	435	4 16
FORD MOTOR CREDIT CO LLC B/E 4 25% DUE 02/03/17 NOTE	CASH	3,000	345397VX8 BAA3 / BB+	108 26300	107 12900	3,247 89	3,213 87	(34)	4 250%	127	0 84
BHP BILLITON FIN USA LTD FGN 1 625% DUE 02/24/17 NOTE	CASH	8,000	055451AP3 A1 / A+	100 53100	102 18000	8,042 48	8,174 40	132	1 625%	130	2 14
VODAFONE GROUP PLC NEW B/E 1 625% DUE 03/20/17 NOTE	CASH	10,000	92857WAX8 A3 / A-	98 99600	101 46800	9 899 60	10,146 80	247	1 625%	162	2 66
INGLES MKTS INC B/E 8 875% DUE 05/15/17 NOTE CALL 05/15/13 @104 438	CASH	2,000	457030AG9 B1 / BB-	109 50000	106 62500	2 190 00	2,132 50	(58)	8 875%	177	0 56
HARRAHS OPER INC B/E 11.25% DUE 06/01/17 NOTE CALL 06/01/13 @105 625	CASH	4,000	413627BL3 B2 / B	107 75000	107 12500	4,310 00	4,285 00	(25)	11.250%	450	1 12
UNITED TECHNOLOGIES CORP B/E 1 8% DUE 06/01/17 DEB	CASH	1,000	913017BU2 A2 / A	102 03000	102 93600	1,020 30	1,029 36	9	1 800%	18	0 27
EBAY INC B/E 1 35% DUE 07/15/17 NOTE	CASH	3,000	278642AG8 A2 / A	100 70000	101 16500	3,021 00	3 034 95	14	1 350%	40	0 80
CINCINNATI BELL INC NEW B/E 8 75% DUE 03/15/18 NOTE CALL 03/15/14 @104 375	CASH	4,000	171871AM8 B3 / CCC+	98 98000	103 25000	3,959 20	4,130 00	171	8 750%	350	1 08
CABLEVISION SYS CORP B/E 7 75% DUE 04/15/18 NOTE	CASH	4,000	12686CAZ2 B1 / B+	109 50000	111 25000	4,380 00	4,450 00	70	7 750%	310	1 17
WINDSTREAM CORP B/E 8.125% DUE 09/01/18 NOTE CALL 09/01/14 @104 063	CASH	4,000	97381WAP9 BA3 / B	108 50000	109 25000	4,340 00	4,370 00	30	8 125%	325	1 15
FRONTIER COMMUNICATIONS CORP B/E 8 125% DUE 10/01/18 NOTE	CASH	4,000	35906AAB4 BA2 / BB	109 85000	115 00000	4,394 00	4 600 00	206	8 125%	325	1 21

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STATEMENT OF ACCOUNT

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OIA CORE PLUS

Page	Account Number	Financial Advisor	Period Ending
7 of 12	G24-1691356	SCHOENKIN DAVID K - KE4	12/31/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ARMORED AUTOGROUP INC B/E 9 25% DUE 11/01/18 NOTE CALL 11/01/14 @104.625	CASH	4,000	04226QAD4 CAA2 / CCC	90 00000	84 75000	3,600.00	3,390 00	(210)	9 250%	370	0 89
DAVITA HEALTHCARE PARTNERS INC B/E 6 375% DUE 11/01/18 NOTE CALL 11/01/13 @104.781	CASH	2,000	23918KAL2 B2 / B	106 76000	107 25000	2,135 20	2,145 00	10	6 375%	127	0 56
AVIS BUDGET CAR RENT LLC /AVIS B/E 8 25% DUE 01/15/19 NOTE CALL 10/15/14 @104 125	CASH	4,000	053773AN7 B2 / B	107.75000	110 50000	4,310.00	4,420 00	110	8 250%	330	1 16
DEL MONTE CORP B/E 7 625% DUE 02/15/19 NOTE CALL 02/15/14 @103 813	CASH	4,000	245217AS3 B3 / CCC+	99.50000	104.25000	3,980.00	4,170.00	190	7 625%	305	1.09
HERTZ CORP B/E 6 75% DUE 04/15/19 NOTE CALL 04/15/15 @103 375	CASH	4,000	428040CJ6 B2 / B	105 51900	109.12500	4,220 76	4 365 00	144	6.750%	270	1 14
VALE OVERSEAS LTD FGN 5.625% DUE 09/15/19 NOTE	CASH	10,000	91911TAJ2 BAA2 / A-	113 69300	114 00000	11,369 30	11,400 00	31	5 625%	562	2.99
PENNEY J C CORP INC B/E 5.65% DUE 06/01/20 NOTE	CASH	4,000	708130AD1 CAA1 / B-	84 25000	86 75000	3,370 00	3,470 00	100	5 650%	226	0 91
CHS / CMNTY HEALTH SYS INC B/E 7 125% DUE 07/15/20 NOTE CALL 07/15/16 @103 563	CASH	4,000	12543DAQ3 B3 / B	105.00000	106 75000	4,200 00	4,270 00	70	7 125%	285	1 12
OMNICOM GROUP INC B/E 4 45% DUE 08/15/20 NOTE	CASH	5,000	682134AC5 BAA1 / BBB+	109 87700	111 27400	5,493 85	5,563 70	70	4 450%	222	1.46
SAFEWAY INC B/E 3.95% DUE 08/15/20 NOTE	CASH	3,000	786514BS7 BAA3 / BBB	96 38000	100 02300	2,891 40	3,000 69	109	3 950%	118	0 79
UNITED RENTALS NORTH AMER INC B/E 8 375% DUE 09/15/20 NOTE CALL 09/15/15 @104.188	CASH	4,000	911365AW4 CAA1 / B-	106 50000	110 75000	4,260 00	4,430 00	170	8 375%	335	1 16

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Page	Account Number	Financial Advisor	Period Ending
8 of 12	G24-1691356	SCHOENKIN DAVID K - KE4	12/31/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DIRECTV HLDGS LLC / DIRECTV B/E 4.6% DUE 02/15/21 NOTE	CASH	7,000	25459HAW5 BAA2 / BBB	108 47800	108 25400	7 593 46	7,577 78	(16)	4 600%	322	1 99
TIME WARNER CABLE INC B/E 4 125% DUE 02/15/21 NOTE CALL 11/15/20 @100	CASH	10,000	88732JAX6 BAA2 / BBB	111 23200	109 51200	11 123 20	10 951 20	(172)	4 125%	412	2 87
SANDRIDGE ENERGY INC B/E 7 5% DUE 03/15/21 NOTE CALL 03/15/16 @103 750	CASH	4,000	80007PAN9 B2 / B	105 50000	107 00000	4,220 00	4,280 00	60	7 500%	300	1 12
PARK OHIO INDS INC-OHIO B/E 8 125% DUE 04/01/21 NOTE CALL 04/01/16 @104 063	CASH	4,000	700677AN7 B3 / CCC+	103 25000	106 25000	4,130 00	4,250 00	120	8 125%	325	1 11
MPT OPERATING PARTNERSHIP L P B/E 6 375% DUE 02/15/22 NOTE CALL 02/15/17 @103 188	CASH	4 000	55342UAD6 BA1 / BB	104 24000	105 00000	4,169 60	4,200 00	30	6.375%	255	1 10
DISCOVERY COMMUNICATIONS LLC B/E 3 3% DUE 05/15/22 NOTE	CASH	10,000	25470DAF6 BAA2 / BBB	104 77900	102 71200	10 477 90	10,271.20	(207)	3 300%	330	2.69
PACKAGING CORP AMER B/E 3 9% DUE 06/15/22 NOTE CALL 03/15/22 @100	CASH	2,000	695156AP4 BAA3 / BBB	102 45800	103 55500	2,049 16	2,071 10	22	3 900%	78	0 58
SUB-TOTAL CORPORATE BONDS		261,000				271,571 24	274,628.76	3,056		13,175	72.04

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

	Quantity	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EAI	Portfolio Percent
TOTAL FIXED INCOME	569,382	361,866.84	375,400 12	13,532	15,875	98.47

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings........	$367,707.47	$381,240 75	$13,532	4 164%	15,876	100%

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CARSON FAMILY FOUNDATION

PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
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ACCOUNT NUMBER
520-02774 YB6

LAST STATEMENT November 30, 2012

Your Portfolio Holdings

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
JPMORGAN DEPOSIT ACCOUNT-A JPMORGAN CHASE BANK NA CUSIP 100AB5000 CURRENT YIELD 0 01% FDIC-INSURED SUBJECT TO APPLICABLE LIMITS NOT COVERED BY SIPC	CASH	2,212.87	1.00	2,213	2,213	
TOTAL CASH & MONEY MARKET FUNDS				$2,213	$2,213	$0

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
APPLE INC SYMBOL: AAPL	CASH	08/02/12 C	1	532.17	532	608.34	608	-76 ST	11	2 07
CVS CAREMARK CORPORATION SYMBOL: CVS	CASH	C	21	48.35	1,015	45.65	959	56	19	1 87
		08/02/12 C	7		338	44 78	313	25 ST		
		09/11/12 C	14		677	46.09	645	31 ST		
CHEVRON CORPORATION SYMBOL CVX	CASH	C	9	108.14	973	112 64	1,014	-41	32	3.29
		08/02/12 C	3		324	109.19	328	-3 ST		

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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
CHEVRON CORPORATION		09/11/12 C	6		649	114 36	686	-37 ST		
EMC CORP-MASS	CASH	C	35	25.30	886	26.94	943	-57		
SYMBOL: EMC		08/02/12 C	12		304	26.06	313	-9 ST		
		09/11/12 C	23		582	27.40	630	-48 ST		
FACEBOOK INC	CASH	C	52	26.62	1,384	19.62	1,020	364		
CL A		08/02/12 C	16		426	19.89	318	108 ST		
SYMBOL FB		09/11/12 C	36		958	19.50	702	256 ST		
GUGGENHEIM RUSSELL MIDCAP	CASH	C	28	35.19	985	33 70	943	42	16	1.62
EQUAL WEIGHT ETF		08/02/12 C	10		352	32.05	321	31 ST		
SYMBOL EWRM		09/11/12 C	18		633	34.61	623	10 ST		
GUGGENHEIM S&P 500 EQUAL	CASH	C	47	53.32	2,506	51.22	2,407	99	41	1.64
WEIGHT ETF		08/02/12 C	17		906	48.93	832	75 ST		
SYMBOL: RSP		09/11/12 C	30		1,600	52.51	1,575	24 ST		
GENERAL ELECTRIC CO	CASH	11/20/12 C	43	20.99	903	20.53	883	20 ST	33	3.65
SYMBOL GE										
ISHARES MSCI MEXICO	CASH	C	15	70.53	1,058	62.86	943	115	11	1.04
INVESTABLE MARKET INDEX FUND		08/02/12 C	5		353	61.99	310	43 ST		
SYMBOL: EWW		09/11/12 C	10		705	63.29	633	72 ST		
ISHARES DOW JONES US	CASH	C	11	86.36	950	90 17	992	-42	33	3.47
UTILITIES SECTOR INDEX FUND		08/02/12 C	4		345	91.12	364	-19 ST		
SYMBOL IDU		09/11/12 C	7		605	89.62	627	-23 ST		
ISHARES DOW JONES U S REAL	CASH	C	22	64.67	1,423	65.90	1,450	-27	53	3.72
ESTATE INDEX FUND		08/02/12 C	8		517	65 20	522	-4 ST		
SYMBOL IYR		09/11/12 C	14		906	66.30	928	-23 ST		

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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ISHARES TRUST DOW JONES US INDUSTRIAL SECTOR INDEX FUND SYMBOL IYJ	CASH	11/06/12 C	13	73.33	953	72 24	939	14 ST	16	1 68
ISHARES TRUST DOW JONES US HEALTHCARE INDEX FUND SYMBOL: IYH	CASH	C	12	83.51	1,002	81.87	982	20	17	1 70
		08/02/12 C	4		334	79 38	318	16 ST		
		09/11/12 C	8		668	83.11	665	3 ST		
ISHARES TRUST DOW JONES US CONSUMER GOODS SECTOR INDEX FD SYMBOL IYK	CASH	C	19	74.99	1,425	73 85	1,403	22	32	2 25
		08/02/12 C	7		525	72 11	505	20 ST		
		09/11/12 C	12		900	74 87	898	2 ST		
ISHARES TRUST DOW JONES US CONSUMER SERVICES SECTOR INDEX FUND SYMBOL IYC	CASH	C	11	86 80	955	84 24	927	28	15	1 57
		08/02/12 C	4		347	81.05	324	23 ST		
		09/11/12 C	7		608	86 07	602	5 ST		
ISHARES TRUST DOW JONES US BASIC MATERIALS INDEX FUND SYMBOL IYM	CASH	C	14	69 31	970	66.63	933	37	19	1.96
		08/02/12 C	5		346	62 78	314	33 ST		
		09/11/12 C	9		624	68.77	619	5 ST		
ISHARES TRUST DOW JONES U S FINANCIAL SECTOR INDEX FUND SYMBOL IYF	CASH	11/06/12 C	15	60.70	911	59.95	899	12 ST	15	1.65
ISHARES TRUST RUSSELL 2000 INDEX FD SYMBOL IWM	CASH	C	29	84.32	2,445	81.23	2,356	89	49	2 00
		08/02/12 C	11		927	76.66	843	84 ST		
		09/11/12 C	18		1,518	84 03	1,513	5 ST		
ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD SYMBOL IWF	CASH	C	15	65.49	982	65 60	984	-2	16	1 63
		08/02/12 C	5		327	63.37	317	10 ST		
		09/11/12 C	10		655	66.71	667	-12 ST		

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520-02774 YB6

LAST STATEMENT November 30, 2012

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ISHARES TRUST DOW JONES U S	CASH	C	13	70.72	919	74.08	963	-44	9	0.98
TECHNOLOGY INDEX FUND		08/02/12 C	5		353	70.91	355	-1 ST		
SYMBOL IYW		09/11/12 C	8		566	76.06	608	-43 ST		
ISHARES TR RUSSELL MIDCAP	CASH	C	9	113 10	1,018	109 32	984	34	18	1 77
INDEX FD		08/02/12 C	3		339	104.20	313	27 ST		
SYMBOL IWR		09/11/12 C	6		679	111.88	671	7 ST		
ISHARES TR RUSSELL MIDCAP	CASH	C	16	62 80	1,005	60 97	975	30	13	1.29
GROWTH INDEX FD		08/02/12 C	6		377	58.36	350	27 ST		
SYMBOL IWP		09/11/12 C	10		628	62 53	625	3 ST		
ISHARES NASDAQ	CASH	11/06/12 C	7	137.22	961	133.16	932	29 ST	5	0.52
BIOTECHNOLOGY INDEX FD										
SYMBOL: IBB										
ISHARES MSCI EAFE INDEX FUND	CASH	C	46	56 86	2,616	52.01	2,392	224	81	3 10
SYMBOL EFA		08/02/12 C	16		910	49.27	788	122 ST		
		09/11/12 C	30		1,706	53.47	1,604	102 ST		
ISHARES S&P NORTH AMERICAN	CASH	C	25	38.16	954	38 28	957	-3	15	1.57
NATURAL RESOURCES SECTOR INDEX		08/02/12 C	9		343	35.93	323	20 ST		
FD		09/11/12 C	16		611	39.60	634	-23 ST		
SYMBOL IGE										
ISHARES TRUST MSCI EMERGING	CASH	C	36	44.35	1,597	39.98	1,439	158	27	1 69
MARKETS INDEX FUND		08/02/12 C	12		532	38 67	464	68 ST		
SYMBOL EEM		09/11/12 C	24		1,065	40.63	975	90 ST		
INTEL CORP	CASH	C	42	20 62	866	24 10	1,012	-146	38	4 39
SYMBOL INTC		08/02/12 C	13		268	25 89	337	-69 ST		
		09/11/12 C	29		598	23.30	676	-78 ST		

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520-02774 YB6

LAST STATEMENT November 30, 2012

Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
MARKET VECTORS ETF TRUST	CASH	C	10	46.39	464	46 72	467	-3	5	1.08
GOLD MINERS ETF		08/02/12 C	4		186	42 21	169	17 ST		
SYMBOL GDX		09/11/12 C	6		278	49.73	298	-20 ST		
MARKET VECTORS ETF TR JR	CASH	C	21	19.79	416	21.52	452	-36	16	3 85
GOLD MINES		08/02/12 C	9		178	19 14	172	6 ST		
SYMBOL GDXJ		09/11/12 C	12		238	23.30	280	-42 ST		
POWERSHARES EXCHANGE TRADED FUND TRUST DYNAMIC MEDIA PORTFOLIO SYMBOL PBS	CASH	11/20/12 C	56	16 69	935	15 87	889	46 ST	8	0.86
POWERSHARES EXCHANGE-TRADED	CASH	C	87	27 92	2,429	27 17	2,364	65	21	0.86
FUND TR SHR OF BEN INT S0 01		08/02/12 C	31		866	26 19	812	54 ST		
PV OF PWRSHS DWA TECH LDR PRTF		09/11/12 C	56		1,563	27 71	1,552	12 ST		
SYMBOL PDP										
POWERSHARES EXCHANGE TRADED FD	CASH	C	57	18 59	1,060	16 92	965	95	7	0 66
TR II DWA EMERGING MKTS TECH		08/02/12 C	19		353	16.63	316	37 ST		
LEADERS PORTFOLIO ETF		09/11/12 C	38		707	17.07	649	58 ST		
SYMBOL PIE										
J C PENNEY CO INC SYMBOL JCP	CASH	11/20/12 C	52	19.71	1,025	17.37	903	122 ST		
SPDR GOLD TR	CASH		9	162.02	1,458	163.37	1,470	-12		
GOLD SHS		08/02/12	3		486	154.16	462	24 ST		
SYMBOL GLD		09/11/12	6		972	167.97	1,008	-36 ST		
SILVER WHEATON CORP	CASH	C	27	36 05	973	32 12	867	106	8	0.82
SYMBOL SLW		08/02/12 C	12		432	27 26	327	105 ST		
		09/11/12 C	15		541	36.01	540	ST		

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Your Portfolio Holdings (continued)

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE		QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS		ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
SPDR S&P 500 ETF TR	CASH		C	14	142.41	1,994	141.28	1,978	16		43	2.16
UNIT SER I S&P DEPOSITARY		08/02/12	C	5		712	136.48	682	30	ST		
RECEIPT		09/11/12	C	9		1,282	143.95	1,296	-14	ST		
SYMBOL SPY												
VERIZON COMMUNICATIONS	CASH		C	22	43 27	952	44.37	976	-24		45	4 73
SYMBOL VZ		08/02/12	C	7		303	44.49	311	-9	ST		
		09/11/12	C	15		649	44 31	665	-16	ST		
Total Equities & Options						$43,900		$42,570	$1,330		$787	
TOTAL EQUITIES						$43,900		$42,570	$1,330		$787	

C - Covered Security - This is a covered security. Cost basis and realized gains/losses for covered lots will be reported to the IRS on Form 1099-B
Please contact your Tax Advisor for additional information

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	$787
YOUR PRICED PORTFOLIO HOLDINGS	$46,113

Transaction Detail

DIVIDENDS / INTEREST / OTHER INCOME

DIVIDENDS

DATE	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	RATE(S)	DEBIT AMOUNT	CREDIT AMOUNT
12/03/12	INTEL CORP REC 11/07/12 PAY 12/01/12	INTC	42	0.2250		9 45

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	OPPENHEIMER 1353 LT GAIN DISTRIBUTION	P	01/01/11	12/31/12
b	BEAR STERNS ST CAPITAL LOSS	P	01/01/12	12/31/12
c	OPPENHEIMER 1356 ST CAPITAL LOSS	P	01/01/12	12/31/12
d	FROM K-1 PEAK SELECT	P	01/01/12	12/31/12
e	OPPENHEIMER 1353 ST CAPITAL GAIN	P	01/01/12	12/31/12
f	FROM K-1 PEAK SELECT	P	01/01/11	12/31/12
g	BEAR STERNS LT CAPITAL LOSS	P	01/01/11	12/31/12
h	OPPENHEIMER 1353 LT CAPITAL GAIN	P	01/01/11	12/31/12
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				40,112.
b				<87.>
c				<60.>
d				<351.>
e				934.
f				<122.>
g				<16,360.>
h				154,682.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				40,112.
b				<87.>
c				<60.>
d				<351.>
e				934.
f				<122.>
g				<16,360.>
h				154,682.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	178,748.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER LOVE MISSIONARY BAPTIST 1534 PECK AVENUE SAN ANTONIO, TX 78210	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	800.
HELP OUR MILITARY HEROES 15 PHEASANT LN EASTON, CT 06612	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	1,000.
HENDRICK COUNTY FRATERNAL ORDER OF POLICE #132 P.O.BOX 132 PLAINFIELD , IN 46168	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	400.
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE, MI 49242	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	500.
ICA 1760 OLD MEADOW ROAD, SUITE 500 MCLEAN, VA 22102	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
JOSEPH CORPORATION 32 SOUTH BROADWAY AURORA, IL 60505	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	100.
KIA WIA FOUNDATION PO BOX 641896 LOS ANGELES, CA 90064	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	19,660.
LIGHTHOUSE FOR BLIND 1850 WEST ROOSEVELT ROAD CHICAGO, IL 60608	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	100.
MARCH OF DIMES 111 WEST JACKSON BLVD SUITE 1650 CHICAGO, IL 60604	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	5,000.
MIDWEST SHELTER FOR HOMELESS VETERANS 119 N. WEST STREET WHEATON, IL 60187	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	1,000.
Total from continuation sheets				55,117.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEMPLE B'NAI ISRAEL 400 N EDGELAWN DRIVE AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	100.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	5,200.
VFW- DEPT OF IL 3300 CONSTITUTION DRIVE. PO BOX 13206 SPRINGFIELD, IL 62791	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	800.
VIETNAM VETERANS OF AMERICA- FACES OF AGENT ORANGE 8719 COLESVILLE RD., SUITE 100 SILVER SPRING, MD 20910	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	5,000.
WAYSIDE CROSS LIFESPRING MINISTRY 517 COLLEGE AVE #102 AURORA, IL 60505	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
WEST POINT ASSOCIATION OF GRADUATES 698 MILLS ROAD WEST POINT, NY 10996	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	10,457.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
JP MORGAN	1.
MERITAGE	4.
MORGAN STANLEY	3,874.
OPPENHEIMER 1356	1,068.
PEAK SELECT	80.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,027.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	927.	0.	927.
OPPENHEIMER 1353	37,827.	0.	37,827.
PEAK SELECT	231.	0.	231.
TOTAL TO FM 990-PF, PART I, LN 4	38,985.	0.	38,985.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 MERITAGE RENTAL INCOME	<1,096.>	<1,096.>	0.
FROM K-1 PEAK SELECT - OTHER INCOME	<435.>	<435.>	0.
FROM K-1 XANTHIS - OTHER INCOME	<470.>	<470.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,001.>	<2,001.>	0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	397.	397.	0.	0.
FEDERAL TAXES	1,741.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,138.	397.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FUND	115.	0.	0.	15.
SECRETARY OF STATE	10.	0.	0.	10.
OPPENHEIMER 1356 - MANAGEMENT FEES	387.	387.	0.	0.
OPPENHEIMER 1353 - MANAGEMENT FEES	19,175.	19,175.	0.	0.
FROM K-1 OTHER DEDUCTIONS - PEAK SELECT	227.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	19,914.	19,562.	0.	25.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100 BANK OF AMERICA CORP	0.	0.
100 ENERPLUS RESOURCES FUND	0.	0.
408.50 ING SR INCOME FD	0.	0.
400 MERRILL LYNCH & CO INC	0.	0.
500 ING GLOBAL EQUITY DIV	0.	0.
BARON GROWTH FD	83,293.	129,841.
COLUMBIA MARSICO	173,226.	179,285.
GATEWAY FUND CLASS A	0.	0.
GENERAL MOTORS ACCEPT CORP	30,300.	30,000.
HARDING LOEVNER INTL EQUITY	61,812.	98,236.
LOOMIS SAYLES	221,656.	257,954.
PIMCO TOTAL RETURN FUND CL A	105,042.	109,388.
THORNBURG INTL VALUE FD	82,932.	93,835.

DIAMOND HILL SMALL CAP FD	109,028.	123,420.
CAMBLAR OPPTY PORT INS	0.	0.
COHEN & STEERS REALTY	111,630.	110,439.
JPMORGAN EMERGING MKTS EQTY A	61,291.	61,687.
LEGG MASON WESTERN ASSET INTERMEDIATE TERM MUNI FUND CLASS C	60,276.	64,618.
ASTON MONTAG	190,561.	190,263.
CULLEN HIGH DIVIDEND EQUITY	180,061.	189,361.
OPPENHEIMER 1356- SEE ATTACHED STATEMENT	361,867.	375,400.
JP MORGAN- SEE ATTACHED STATEMENT	42,570.	43,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,875,545.	2,057,627.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERITAGE OPPENHEIMER FUND	COST	94,049.	94,049.
PEAK SELECT AXXESS FUND LP	COST	108,339.	108,339.
XANTHUS FUND LLC	COST	231,666.	231,666.
TOTAL TO FORM 990-PF, PART II, LINE 13		434,054.	434,054.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUSAN CARSON
21078 LONG GROVE ROAD
KILDEER, IL 60047

TELEPHONE NUMBER

630-896-6110

FORM AND CONTENT OF APPLICATIONS

THERE IS NO STANDARD APPLICATION FORM. SUBMIT LETTER REQUESTING CONTRIBUTION WITH COPY OF ORGANIZATION'S IRC SECTION 501(C)(3) LETTER.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE CHARITABLE, RELIGIOUS, EDUCATIONAL, LITERARY OR SCIENTIFIC AS DESCRIBED IN IRC SECTION 501(C)(3).

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	CARSON FAMILY FOUNDATION C/O SUSAN CARSON	36-4478861
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions 21078 LONG GROVE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KILDEER, IL 60047	

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-T (corporation)	07
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

- The books are in the care of ▶ SUSAN CARSON 21078 LONG GROVE ROAD - KILDEER, IL 60047
  Telephone No ▶ (630) 896-6110 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	8,320.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$	1,320.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$	7,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13

12180717 133333 7629709 2012.04000 CARSON FAMILY FOUNDATION C/ 76297091