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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation Amon G. Carter Foundation		A Employer identification number 75-6000331
Number and street (or P.O. box number if mail is not delivered to street address) P. O. Box 1036		B Telephone number (see the instructions) (817) 332-2783
City or town Fort Worth	State TX	ZIP code 76101-1036
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 524,045,898.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	60,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	24,485.	24,485.		
4 Dividends and interest from securities #4	10,689,124.	10,711,213.		
5a Gross rents	49,679.	49,679.		
b Net rental income or (loss)	-24,770.			
6a Net gain/(loss) from sale of assets not on line 10	11,153,112.			
b Gross sales price for all assets on line 6a	46,948,694.			
7 Capital gain net income (from Part IV, line 2)		10,405,779.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
Sch 5	16,418,205.	18,085,667.		
12 Total. Add lines 1 through 11	38,394,605.	39,276,823.		
13 Compensation of officers, directors, trustees, etc.	1,093,718.	630,240.		463,478.
14 Other employee salaries and wages	177,752.	61,146.		116,606.
15 Pension plans, employee benefits	195,472.	103,105.		92,367.
16a Legal fees (attach schedule) Sch 6	7,175.	3,875.		3,300.
b Accounting fees (attach sch) Sch 6	33,000.	17,820.		15,180.
c Other prof fees (attach sch) Sch 6	731,945.	709,199.		22,746.
17 Interest				
18 Taxes (attach schedule)(see instrs) Sch 5	2,564,940.	1,906,680.		
19 Depreciation (attach sch) and depletion Sch 6	653,005.	626,554.		
20 Occupancy	109,685.	59,230.		50,455.
21 Travel, conferences, and meetings	1,438.			1,438.
22 Printing and publications				
23 Other expenses (attach schedule) Sch 5	2,480,175.	2,245,959.		79,989.
24 Total operating and administrative expenses. Add lines 13 through 23	8,048,305.	6,363,808.		845,559.
25 Contributions, gifts, grants paid	21,264,454.			21,264,454.
26 Total expenses and disbursements. Add lines 24 and 25	29,312,759.	6,363,808.		22,110,013.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	9,081,846.			
b Net investment income (if negative, enter -0-)		32,913,015.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		311,124.	132,292.	132,292.
	2	Savings and temporary cash investments		43,111,952.	49,405,412.	49,405,412.
	3	Accounts receivable	23,069.			
		Less: allowance for doubtful accounts	0.	3,327.	23,069.	23,069.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)	Sch. 8	9,070,610.	9,600,441.	9,686,773.
	b	Investments — corporate stock (attach schedule)	Sch. 9	79,257,345.	82,656,226.	186,793,899.
	c	Investments — corporate bonds (attach schedule)	Sch. 11	53,449,543.	46,659,598.	46,988,877.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)	Sch. 12	12,767,469.	12,164,016.	70,222,643.	
12	Investments — mortgage loans		7,818,567.	9,354,567.	9,354,567.	
13	Investments — other (attach schedule)	Sch. 14	106,590,136.	109,065,410.	151,178,390.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)	Sch. 15	419,481.	369,929.	100,257.	
15	Other assets (describe	Sch. 16	49,435,506.	51,860,236.	159,719.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		362,235,060.	371,291,196.	524,045,898.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe	Sch. 16	2,293,352.	2,267,641.	
	23	Total liabilities (add lines 17 through 22)		2,293,352.	2,267,641.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		319,769,799.	333,721,714.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		40,171,909.	35,301,841.	
30	Total net assets or fund balances (see instructions)		359,941,708.	369,023,555.		
31	Total liabilities and net assets/fund balances (see instructions)		362,235,060.	371,291,196.		

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	359,941,708.
2	Enter amount from Part I, line 27a	2	9,081,846.
3	Other increases not included in line 2 (itemize)	3	1.
4	Add lines 1, 2, and 3	4	369,023,555.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	369,023,555.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Schedule 1				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 46,158,045.		35,752,266.	10,405,779.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			10,405,779.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	10,405,779.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	

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 (column (b) divided by column (c))
2011	24,023,837.	498,712,692.	0.048172
2010	25,710,617.	455,375,949.	0.056460
2009	29,428,253.	395,320,527.	0.074442
2008	23,198,624.	466,520,149.	0.049727
2007	23,657,773.	475,436,642.	0.049760

2 Total of line 1, column (d)	2	0.278561
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055712
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	510,055,081.
5 Multiply line 4 by line 3	5	28,416,189.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	329,130.
7 Add lines 5 and 6	7	28,745,319.
8 Enter qualifying distributions from Part XII, line 4	8	24,495,763.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	658,260.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	658,260.
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	658,260.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	704,289.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	704,289.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	46,029.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 46,029. Refunded	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>www.agcf.org</u>				
14	The books are in care of <u>Kathy A. King</u> Telephone no. <u>(817) 332-2783</u>			
Located at <u>201 Main St., Suite 1945, Fort Worth, TX</u> ZIP + 4 <u>76102-3114</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>				
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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

6 b X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 17				
		1,026,218.	183,367.	24,036.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry L. Woodfin 201 Main St, Suite 1945 Fort Worth TX 76102	Grant Adm Assistant 42.50	89,280.	16,261.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm Assist, Data Proc 42.50	85,852.	15,505.	0.

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fisher Investments 13100 Skyline Blvd. Woodside CA 94062	Fund Management	591,185.
BNY Mellon Asset Servicing One BNY Mellon Center Pittsburgh PA 15258	Custodian of Assets	81,263.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	303,627,381.
b	Average of monthly cash balances	1 b	44,604,579.
c	Fair market value of all other assets (see instructions)	1 c	169,590,457.
d	Total (add lines 1a, b, and c)	1 d	517,822,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Schedule 20	1 e	628,755.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	517,822,417.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,767,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	510,055,081.
6	Minimum investment return. Enter 5% of line 5	6	25,502,754.

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	25,502,754.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	658,260.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	658,260.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,844,494.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,844,494.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,844,494.

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	1 a	22,110,013.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	2,385,750.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,495,763.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,495,763.

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.

BAA

Form 990-PF (2012)

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				24,844,494.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	517,330.			
b From 2008	324,310.			
c From 2009	10,014,075.			
d From 2010	3,466,573.			
e From 2011	0.			
f Total of lines 3a through e	14,322,288.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 24,495,763.				
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				24,495,763.
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).)	348,731.			348,731.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,973,557.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	168,599.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,804,958.			
10 Analysis of line 9:				
a Excess from 2008	324,310.			
b Excess from 2009	10,014,075.			
c Excess from 2010	3,466,573.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

N/A

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Mr. John H. Robinson

P. O. Box 1036

Fort Worth

TX

76101-1036

(817) 332-2783

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

Initial approach by letter, one copy of proposal

c Any submission deadlines:

None

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

Primarily local giving to support benevolent, charitable, and educational undertakings, the purpose of which is charitable, literary, or educational

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> Schedule 18				
Total			3 a	21,264,454.
<i>b Approved for future payment</i> Schedule 19				
Total			3 b	23,136,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	24,485.	
4	Dividends and interest from securities	900099	51.	14	10,689,073.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	-24,770.	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	583.	18	11,152,529.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil and gas royalties			15	17,383,002.	
b	Lease bonuses and delay rentals			15	1,098,909.	
c	Miscellaneous income			14	92,893.	
d	Other partnership income	900099	-2,078,066.	16	-78,533.	
e						
12	Subtotal. Add columns (b), (d), and (e)		-2,077,432.		40,337,588.	
13	Total. Add line 12, columns (b), (d), and (e)					

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

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

[illegible]

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

Amon G. Carter Foundation

Employer identification number

75-6000331

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Amon G. Carter Foundation

75-6000331

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Miluska Kyjovska 555 West 235th Street Bronx NY 10463	\$ 60,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Installment Sale Income

► Attach to your tax return.
► Use a separate form for each sale or other disposition of property on the installment method.
► Instructions and more are at www.irs.gov/form6252.

Name(s) shown on return

Identifying number

Amon G. Carter Foundation

75-6000331

- 1 Description of property ► Everman Land
- 2a Date acquired (mm/dd/yyyy) ► 12/31/1986 b Date sold (mm/dd/yyyy) ► 11/20/2007
- 3 Was the property sold to a related party (see instructions) after May 14, 1980? If "No," skip line 4 ☐ Yes ☒ No
- 4 Was the property you sold to a related party a marketable security? If "Yes," complete Part III. If "No," complete Part III for the year of sale and the 2 years after the year of sale ☐ Yes ☐ No

Part I Gross Profit and Contract Price. Complete this part for the year of sale only.

- | | | | |
|----|---|----|--|
| 5 | Selling price including mortgages and other debts. Do not include interest, whether stated or unstated | 5 | |
| 6 | Mortgages, debts, and other liabilities the buyer assumed or took the property subject to (see instructions) | 6 | |
| 7 | Subtract line 6 from line 5 | 7 | |
| 8 | Cost or other basis of property sold | 8 | |
| 9 | Depreciation allowed or allowable | 9 | |
| 10 | Adjusted basis. Subtract line 9 from line 8 | 10 | |
| 11 | Commissions and other expenses of sale | 11 | |
| 12 | Income recapture from Form 4797, Part III (see instructions) | 12 | |
| 13 | Add lines 10, 11, and 12 | 13 | |
| 14 | Subtract line 13 from line 5. If zero or less, do not complete the rest of this form (see instructions) | 14 | |
| 15 | If the property described on line 1 above was your main home, enter the amount of your excluded gain (see instructions). Otherwise, enter -0- | 15 | |
| 16 | Gross profit. Subtract line 15 from line 14 | 16 | |
| 17 | Subtract line 13 from line 6. If zero or less, enter -0- | 17 | |
| 18 | Contract price. Add line 7 and line 17 | 18 | |

Part II Installment Sale Income. Complete this part for the year of sale and any year you receive a payment or have certain debts you must treat as a payment on installment obligations.

- | | | | |
|----|--|----|----------|
| 19 | Gross profit percentage (expressed as a decimal amount). Divide line 16 by line 18. For years after the year of sale, see instructions | 19 | 77.0579% |
| 20 | If this is the year of sale, enter the amount from line 17. Otherwise, enter -0- | 20 | 0 |
| 21 | Payments received during year (see instructions). Do not include interest, whether stated or unstated | 21 | 0 |
| 22 | Add lines 20 and 21 | 22 | 0 |
| 23 | Payments received in prior years (see instructions). Do not include interest, whether stated or unstated | 23 | 0 |
| 24 | Installment sale income. Multiply line 22 by line 19 | 24 | 0 |
| 25 | Enter the part of line 24 that is ordinary income under the recapture rules (see instructions) | 25 | 0 |
| 26 | Subtract line 25 from line 24. Enter here and on Schedule D or Form 4797 (see instructions) | 26 | 0 |

Part III Related Party Installment Sale Income. Do not complete if you received the final payment this tax year.

- 27 Name, address, and taxpayer identifying number of related party _____
- 28 Did the related party resell or dispose of the property ("second disposition") during this tax year? ☐ Yes ☐ No
- 29 If the answer to question 28 is "Yes," complete lines 30 through 37 below unless one of the following conditions is met. Check the box that applies.
- a ☐ The second disposition was more than 2 years after the first disposition (other than dispositions of marketable securities). If this box is checked, enter the date of disposition (mm/dd/yyyy) ► _____
- b ☐ The first disposition was a sale or exchange of stock to the issuing corporation.
- c ☐ The second disposition was an involuntary conversion and the threat of conversion occurred after the first disposition.
- d ☐ The second disposition occurred after the death of the original seller or buyer.
- e ☐ It can be established to the satisfaction of the IRS that tax avoidance was not a principal purpose for either of the dispositions. If this box is checked, attach an explanation (see instructions).
- | | | | |
|----|--|----|--|
| 30 | Selling price of property sold by related party (see instructions) | 30 | |
| 31 | Enter contract price from line 18 for year of first sale | 31 | |
| 32 | Enter the smaller of line 30 or line 31 | 32 | |
| 33 | Total payments received by the end of your 2012 tax year (see instructions) | 33 | |
| 34 | Subtract line 33 from line 32. If zero or less, enter -0- | 34 | |
| 35 | Multiply line 34 by the gross profit percentage on line 19 for year of first sale | 35 | |
| 36 | Enter the part of line 35 that is ordinary income under the recapture rules (see instructions) | 36 | |
| 37 | Subtract line 36 from line 35. Enter here and on Schedule D or Form 4797 (see instructions) | 37 | |

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2012

75-6000331

SCHEDULE 1

Page 3, Part IV--Capital Gains and Losses for Tax on Investment Income

Line 1--See Schedule 2 and Schedule 3

Line 2--Capital Gain Net Income or (Net Capital Loss):

	Sales Price	Basis	Gain/(Loss)
Short-term capital gain (Schedule 2)	4,990,807	5,367,316	(376,509)
Long-term capital gain (Schedule 3)	41,167,238	30,384,950	10,782,288
	<u>46,158,045 *</u>	<u>35,752,266</u>	<u>10,405,779 **</u>

*Reconciliation of Part I, Line 6b to Part IV, Line 1:

Page 1, Part I, Line 6b--Gross sales price for all assets on line 6a	46,948,694
Less nontaxable gain on partnership	(1,706,076)
Less UBI gain reported on 990-T	(43,899)
Plus partnership taxable gain not booked	959,326
Page 3, Part IV, Line 1(e)--Gross sales price	<u>46,158,045</u>

**Reconciliation of Net gain/(loss) from sale of assets to Capital gain net income:

Page 1, Part I, Line 6a--Net gain/(loss) from sale of assets	11,153,112
Less nontaxable gain on partnerships	(1,706,076)
Plus nondeductible loss on partnerships	0
Plus nondeductible loss on corporate bond	0
Plus UBI capital loss reported on 990-T	43,316
Less UBI capital gain on 990-T	(43,899)
Plus partnership taxable gain not booked	959,326
Plus non investment portion of loss on disposal of office equipment	0
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>10,405,779</u>

AMON G. CARTER FOUNDATION

Form 990-PF

December 31, 2012

75-6000331

SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Publicly traded securities		P	Var	Var 12	4,986,858	4,765,845	221,013
Partnership	Apogee Fund, LP--per K-1					272,487	(272,487)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1					328,224	(328,224)
Partnership	PNL Institutional Partners, LP--per K-1				3,949		3,949
Partnership	VSS Communications Partners IV, LP--per K-1					760	(760)
Total to Schedule 1					4,990,807	5,367,316	(376,509)

SCHEDULE 3

Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired Var	Date Sold Var 12	Sales Price	Basis	Gain (Loss)	FMV 12/31/69	Basis 12/31/69	Excess	Gain (Loss)
Publicly traded securities					33,331,040	28,492,321	4,838,719				4,838,719
Partnership	Apogee Fund, LP--per K-1				276,157		276,157				276,157
Partnership	CT Capital Partners, LP--per K-1					19,985	(19,985)				(19,985)
Partnership	Emerson Farm Investments, Ltd--per K-1					585,436	(585,436)				(585,436)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				55,598		55,598				55,598
Partnership	Parallel 2005 Equity Fund, LP--per K-1				568,415	0	568,415				568,415
Partnership	PEP-Nova Media Partners, LP--per K-1				1,026		1,026				1,026
Partnership	PNL Institutional Partners, LP--per K-1					1,287,208	(1,287,208)				(1,287,208)
Partnership	PTV Sciences II, LP--per K-1				918,840		918,840				918,840
Partnership	TSG4 LP--per K-1				1,143,297		1,143,297				1,143,297
Partnership	TSG5 LP--per K-1				4,415,925		4,415,925				4,415,925
Partnership	VSS Communications Partners IV, LP--per K-1				456,940		456,940				456,940
	Total to Schedule 1				41,167,238	30,384,950	10,782,288	0	0	0	10,782,288

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2012

SCHEDULE 4**Page 1, Part I--Dividends and Interest from Securities--Reconciliation of Column (a) and Column (b)**

Line 4, Column (a)--Dividends and LT inv interest per books	10,689,124
Plus taxable partnership dividends not booked	0
Plus taxable partnership interest not booked	22,140
Less dividend from partnership to be reported on 990-T	0
Less booked dividends from partnership not taxable	0
Less tax-exempt interest from partnership	0
Less interest from partnerships to be reported on 990-T	(51)
Line 4, Column (b)--Dividends and interest--Net investment income	<u>10,711,213</u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2012

75-6000331

SCHEDULE 5

Other Income	990-PF Part I, Col (a)	Plus Tax/Book Differences	Less Non Taxable Income	Less Amount To 990-T	990-PF Part I, Col (b)
Lease bonuses and delay rentals	1,098,909				1,098,909
Miscellaneous income	92,893				92,893
Oil and gas royalties	17,383,002				17,383,002
Other partnership income	(2,156,599)	(766,108)	(355,504)	(2,078,066)	(489,137)
Total, Page 1, Line 11	16,418,205	(766,108)	(355,504)	(2,078,066)	18,085,667

Taxes	990-PF Part I Col (a)	Non Deductible Taxes	Less Amount To 990-T	990-PF Part I Col (b)
Ad valorem tax--				
Oil and gas properties	556,665			556,665
Real estate properties	298,272			298,272
Federal excise tax	658,260	658,260		0
Federal income tax	0	0		0
Oil and gas production tax	1,040,320			1,040,320
Withheld foreign tax and other	11,423			11,423
Total, Page 1, Line 18	2,564,940	658,260	0	1,906,680

Other Expenses	990-PF Part I, Col (a)	Tax/Book Differences	Non Deductible Expense	990-PF Part I, Col (b)	990-PF Part I, Col (d)
Asset maintenance	55,433			30,947	24,486
Grant administrative expense	25,000				25,000
Meals and entertainment	43,693		21,847	12,445	9,401
Non deductible expense	6,428		6,428		
Office expense	88,508			67,406	21,102
Other investment expense	0			0	
Overriding royalties	23,001			23,001	
Partnership expense	2,238,112	78,266	204,218	2,112,160	
Total, Page 1, Line 23	2,480,175	78,266	232,493	2,245,959	79,989

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2012

SCHEDULE 6

	990-PF Part I, Col (a)	990-PF Part I, Col (b)	990-PF Part I, Col (d)
<u>Legal Fees</u>			
Legal counsel relating to contracts, general correspondence and litigation	7,175	3,875	3,300
Total, Page 1, Line 16a	<u>7,175</u>	<u>3,875</u>	<u>3,300</u>
<u>Accounting Fees</u>			
Audit	33,000	17,820	15,180
Total, Page 1, Line 16b	<u>33,000</u>	<u>17,820</u>	<u>15,180</u>
<u>Other Professional</u>			
Computer consulting	35,676	19,265	16,411
Investment custodian fee	81,263	81,263	0
Investment management fee	591,185	591,185	0
Pension plan consulting	13,771	7,436	6,335
Real estate consulting and appraisal	10,050	10,050	0
Total, Page 1, Line 16c	<u>731,945</u>	<u>709,199</u>	<u>22,746</u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	42,780	23,101	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	6,772	0	0
Depletion (Schedule 7B)	603,453	603,453	0
Total, Page 1, Line 19	<u>653,005</u>	<u>626,554</u>	<u>0</u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2012

75-6000331

SCHEDULE 7

Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/12	2012 Depreciation	Accumulated Depreciation @ 12/31/12
<u>General Office Furniture & Equipment</u>								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	464	0	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,378	298	1,676
2007	DLP projector	20.00% SL	866	0	866	757	109	866
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	7,297	1,547	8,844
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	9,615	2,042	11,657
2008	Office remodeling	14.29% SL	149,324	0	149,324	74,683	21,338	96,021
2008	Television	20.00% SL	871	0	871	609	174	783
2008	Refrigerator	20.00% SL	974	0	974	683	195	878
2009	Office furnishings	14.29% SL	16,223	0	16,223	5,795	2,318	8,113
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	2,320	928	3,248
2010	Ford Taurus automobile	20.00% SL	29,636	0	29,636	9,631	5,927	15,558
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	8,892	7,904	16,796
			<u>512,332</u>	<u>50</u>	<u>512,282</u>	<u>369,303</u>	<u>42,780</u>	<u>412,083</u>

Accumulated Depreciation per Schedule 7

412,083

Rounding difference

(7)

Accumulated Depreciation to Part II, Balance Sheet End of Year

412,076

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SCHEDULE 7A

Schedule of Depreciation:

Land, Buildings, and Equipment Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/12	2012 Depreciation	Accumulated Depreciation @ 12/31/12
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	2,048	819	2,867
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,028,775	819	2,029,594
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	92,272	5,953	98,225
			198,431	0	198,431	92,272	5,953	98,225
	Grand Total		2,397,490	131,367	2,266,123	2,121,047	6,772	2,127,819

Accumulated Depreciation per Schedule 7A

2,127,819

Rounding difference

(2)

Accumulated Depr to Part II, Balance Sheet Book Value End of Year

2,127,817

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Year Ended December 31, 2012

SCHEDULE 7B**Schedule of Cost Depletion**

Oil and Gas Interest	Production	Reserves	Basis	Depletion
Texas Co, Oklahoma				
Oil	16	1,181	17,092	225
Sweetwater Co, WY				
Gas	319	21,205	36,934	556
Lincoln Co, WY				
Oil	12	18,207	2,415	2
Duchesne Co, UT				
Oil	721	10,923	91,809	6,062
Gas	440	2,820	3,991	623
Lea Co, NM				
Gas	548	20,554	25,429	677
Fort Bend Co, TX				
Gas	6,733	104,365	185,674	11,978
Chavez et al Cos, NM				
Oil	160	7,342	66,753	1,457
Gas	94	14,441	12,207	80
Tuscaloosa Co, AL				
Gas	52,564	416,860	711,189	89,677
Ventura Co, CA				
Oil	28,368	58,043	751,161	367,123
Bossier Parish, LA				
Gas	48,088	245,191	637,308	124,993
				<u>603,453</u>

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Year Ended December 31, 2012

SCHEDULE 8

Schedule of U.S. Government and U.S. Government Agency Obligations

Description and Par Value		Interest Rate	Maturity	Cost or Other Basis	Market Value
Collateralized Mtg. Obligations					
FHLMC 2182 SE	439,237	Var %	05/28	6,189	7,353
FHLMC 2591 IY	2,069,021	5.000%	03/18	127,146	148,804
FNMA ARMS 770993	581,331	Var %	04/34	588,961	620,222
FNMA 94-50 F	674,787	Var %	03/24	687,170	692,689
FNMA 07-83 AB	773,884	Var %	08/37	789,361	885,725
FNMA 07-88 CI	7,007,011	Var %	09/37	967,570	1,107,879
FNMA 08-12 BE	251,358	5.500%	01/33	254,971	258,486
FNMA 10-9 AS	5,085,406	Var %	01/40	647,396	737,028
FNMA 11-149 MS IO	7,186,700	Var %	11/41	1,227,073	1,033,663
FNMA 12-39 SE IO	8,083,590	Var %	04/42	1,523,340	1,374,776
FNMA Aces 95-M2 N	92,366	1.054%	05/28	248	6,450
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,374,930
GSR MLT 04-12 2A3	1,500,890	Var %	12/34	1,215,716	1,438,768
Total Page 2, Part II, line 10a (b) & (c)				9,600,441	9,686,773

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SCHEDULE 9

<u>Investments--Corporate Stocks Summary</u>	<u>Cost or Other Basis</u>	<u>Market Value</u>
Common and Preferred Stocks:		
Traded (Schedule 10)	45,181,539	133,231,798
Fisher Investments (Schedule 10A)	37,474,686	47,903,307
Non-traded--Mereken Land & Production Co.	1	5,658,794
Total Page 2, Part II, Line 10b (b)	<u>82,656,226</u>	
Total Page 2, Part II, Line 10b (c)		<u>186,793,899</u>

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SCHEDULE 10

Schedule of Common Stocks--Traded

# of Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	1,721,233
90,000	Bank of America	654,251	1,044,900
50,000	BHP Billiton	794,985	3,921,000
100,000	Bristol Myers Squibb	1,796,890	3,259,000
15,000	Celgene	578,210	1,177,050
35,000	Chevron	1,869,643	3,784,900
85,000	Comcast	2,069,691	3,175,600
40,000	Du Pont De Nemours	1,581,750	1,799,160
52,806	Exxon Mobil	157,461	4,570,359
50,000	Freeport-McMoRan Copper & Gold	1,722,124	1,710,000
150,000	General Electric	208,825	3,148,500
50,000	Halliburton	1,708,165	1,734,500
50,000	Hartford Financial Services	1,100,194	1,122,000
30,000	Home Depot	1,152,000	1,855,500
50,000	Honeywell International	1,728,000	3,173,500
50,000	I.B.M. Corporation	1,336,528	9,577,500
25,000	Integrus Energy Group	827,923	1,305,500
66,000	JPMorgan Chase	1,899,913	2,901,954
60,000	Johnson & Johnson	198,897	4,206,000
120,000	Limited Brands	1,228,638	5,647,200
80,000	Microsoft	2,362,676	2,136,800
80,000	Occidental Petroleum	919,200	6,128,800
90,000	Pepsico	423,708	6,158,700
105,000	Pfizer	622,813	2,633,295
100,000	Philip Morris Int'l	831,520	8,364,000
90,000	Procter & Gamble	320,034	6,110,100
70,000	Royal Bank Canada	1,660,400	4,221,000
50,000	Sandisk	2,248,735	2,175,000
20,000	Stryker	924,000	1,096,400
60,000	Target	1,682,400	3,550,200
25,000	TE Connectivity Ltd	598,645	928,000
70,000	Texas Instruments	2,088,657	2,162,300
12,550	Time Warner Cable	443,458	1,219,734
160,713	Unilever N.V.	246,958	6,155,308
120,000	United Technologies	664,795	9,841,200
25,000	UnitedHealth Group	1,298,375	1,356,000
27,890	Veolia Environnement	570,457	341,374
109,375	Vodafone Group PLC	512,327	2,755,156
17,500	Whirlpool	1,321,229	1,780,625
75,000	Worthington Inds	1,264,192	1,949,250
20,000	Zimmer Holdings	1,360,998	1,333,200
Total to Schedule 9		45,181,539	133,231,798

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2012

SCHEDULE 10A

Schedule of Fisher Investments

# of Shares	Description	Cost or Other Basis	Market Value
14,100	Acadia Realty Trust	355,829	353,628
11,030	Anixter Intl Inc	361,657	705,699
38,476	Ascena Retail Group Inc	737,104	710,652
13,400	Avista Corp	247,354	323,074
3,870	Bio-Rad Laboratories Inc	213,509	406,544
18,500	Biomed Realty Trust Inc	353,829	357,605
5,600	Boston Beer Co Inc	604,328	752,920
19,205	Brinker International Inc	465,096	595,163
20,500	Cabela's Inc	491,095	855,875
19,800	Capitol Federal Financial Inc	233,153	231,462
6,600	Cleco Corp	183,238	264,066
9,300	Cliffs Nat Res Inc	161,401	358,701
29,500	Colonial Properties Trust	595,294	630,415
9,730	Corporate Office Properties Tr	435,639	243,055
7,400	Cytec Industries Inc	109,926	509,342
40,100	Darling International Inc	691,504	643,204
25,660	Domino's Pizza Inc	862,638	1,117,493
3,400	Dril-Quip Inc	233,805	248,370
23,500	DuPont Fabros Technology Inc	615,865	567,760
34,500	East West Bancorp Inc	503,885	741,405
34,300	Education Realty Trust Inc	352,432	364,952
9,300	Elizabeth Arden Inc	433,828	418,593
55,600	Fairchild Semiconductor Intl Inc	487,503	800,640
16,800	FEI Company	438,318	931,896
56,700	Fifth & Pacific Co Inc	713,811	705,915
56,145	Finisar Corp	837,066	914,602
23,760	First Midwest Bancorp Inc	313,394	297,475
42,000	FirstMerit Corp	713,317	595,980
10,300	Genesco Inc	758,605	566,500
27,905	Glacier Bancorp Inc	546,243	410,482
12,025	Harris Teeter Supermarkets Inc	450,988	463,684
9,950	Helmerich & Payne	135,015	557,299
19,600	Hill-Rom Holdings Inc	569,267	558,600
9,650	Idacorp Inc	300,408	418,328
12,095	Ingredion Inc	364,824	779,281
81,675	Janus Capital Group Inc	668,347	695,871
12,645	Jarden Corp	294,757	653,747
6,300	Kansas City Southern	114,427	525,924
18,700	Lazard Ltd -A-	710,529	558,008
12,200	Lincoln Elec Hldgs Inc	355,749	593,896
12,600	Mack-Cali Realty Corp	350,124	328,986
38,800	McDermott International Inc	467,820	427,576
20,700	Men's Wearhouse Inc	419,685	645,012
13,600	Meredith Corp	486,213	468,520
9,500	Mid America Apartment Cmnty Inc	505,375	615,125
6,665	MSC Industrial Direct Inc Cl A	161,660	502,408
8,685	Mueller Industries	300,456	434,510
12,595	National Retail Ppty Inc	298,770	392,964
36,000	NCR Corp	502,830	917,280

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SCHEDULE 10A

Schedule of Fisher Investments

# of Shares	Description	Cost or Other Basis	Market Value
12,500	Netgear Inc	487,956	492,875
3,220	Northwest Natural Gas Co	154,548	142,324
8,600	Oceaneering Intl Inc	106,696	462,594
40,000	Omnivision Technologies Inc	643,367	563,200
24,615	Parexel International Corp	577,843	728,358
6,520	Perrigo Co	165,227	678,276
13,280	Plexus Corp	289,155	342,624
126,580	PMC - Sierra Inc	871,337	659,482
12,880	Prosperity Bancshares Inc	594,925	540,960
19,785	Protective Life Corp	397,269	565,455
20,900	Raymond James Financial Inc	251,618	805,277
6,430	Regal Beloit Corp	265,515	453,122
29,900	Ryland Group Inc	651,866	1,091,350
61,300	Saks Inc	691,206	644,263
34,930	Sally Beauty Hldgs Inc	229,148	823,300
5,300	Schein, Henry Inc	104,411	426,226
9,600	Scotts Miracle-Gro Co	306,118	422,880
21,900	Senior Housing Ppty's Tr	455,710	517,716
14,200	Sotheby's	448,694	477,404
12,800	Sovran Self Storage Inc	602,591	794,880
17,345	Steris Corp	521,322	602,392
40,200	Stillwater Mining Co	471,786	513,756
69,360	Susquehanna Bancshares Inc	706,976	726,893
16,200	SVB Finl Group	519,179	906,714
15,600	Tech Data Corp	614,451	710,268
7,400	Teledyne Technologies Inc	109,962	481,518
10,710	Toro Company	194,928	460,316
10,500	Treehouse Foods Inc	562,291	547,365
97,100	Triquint Semiconductor Inc	517,433	468,993
19,680	Veeco Instruments Inc	623,473	580,363
25,000	Waddell & Reed Finl Inc	676,382	870,500
20,565	Webster Finl Corp	472,242	422,611
8,700	West Pharmaceutical Services	462,867	476,325
11,665	Westamerica Bancorp	531,870	496,812
33,100	Wright Medical Group Inc	535,755	694,769
	Total Stocks	<u>37,324,027</u>	<u>47,752,648</u>
	Temporary Investment Fund	149,239	149,239
	BSDT--Late Money Dep Acct	1,420	1,420
	Cash--pending settlement	0	0
	Total Cash	<u>150,659</u>	<u>150,659</u>
	GRAND TOTAL (Schedule 9)	<u>37,474,686</u>	<u>47,903,307</u>

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SCHEDULE 11

Schedule of Corporate Bonds and Debentures

Par Value	Description	Interest Rate	Maturity	Cost or Other Basis	Market Value
784	Banc Am Fdg Corp 05-8 4A19	Var %	01/36	784	782
2,000,000	Bank of America	5.490%	03/19	2,062,979	2,221,640
705,799	Chase Mtg Fin 05-S2 A25	5.500%	10/35	687,161	714,191
846,297	CHMAC 04-2 A2	6.000%	10/34	885,173	899,275
765,702	First Horizon Mtg 1-A-4	5.750%	05/37	765,223	687,990
511,772	First Plus Home Ln 98-2 M1	Var %	05/24	522,967	511,772
1,720,000	GMACM 06-J1 A-2	5.750%	04/36	1,714,356	1,642,858
2,000,000	Goldman Sachs Group	5.625%	01/17	2,091,636	2,194,360
1,000,000	Harley Davidson Funding	5.750%	12/14	1,030,268	1,092,090
579,379	HSI ALO 06-2 1A2	6.000%	12/36	562,939	426,944
370,546	INDYMAC 06-AR13 A1	Var %	07/36	374,020	327,622
966,021	JP Morgan Chase 06-FL1A G	Var %	02/20	956,361	956,361
2,111,000	JP Morgan Chase 06-CB17 AM	5.464%	12/43	2,064,822	2,201,562
2,062,765	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	1,737,880	2,009,876
308,844	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	296,490	249,206
1,500,000	Kirkwood Meadows PUD	5.000%	05/13	1,499,092	1,500,525
5,000,000	Lloyds TSB Bank	4.500%	07/22	5,000,000	5,033,800
671,319	Master ABST 05-AB1 A3B	Var %	11/35	617,614	672,360
613,165	Master ALT 03-5 3A1	6.000%	08/33	624,280	634,399
2,000,000	Merrill Lynch	Var %	10/14	2,000,000	2,029,100
1,462,512	Metropolitan Ast Fdg 98-A B1	7.728%	05/14	1,477,137	1,457,539
2,500,000	Morgan Stanley	Var %	11/13	2,500,000	2,516,125
2,000,000	Pacific Life Global	Var %	02/16	2,000,000	2,009,120
1,488,482	Renaissance Hm Eq 05-4 A3	Var %	02/36	1,458,712	1,238,119
1,000,000	RidgeWorth Seix High Yield I Fund			10,000,000	10,160,000
911,141	SARM 06-2 5A1	6.000%	03/36	910,998	732,357
2,000,000	SLM Corp	Var %	07/14	2,000,000	2,020,520
639,906	SURF 04-AA1 1A1	5.000%	10/34	623,900	647,981
195,784	Wells Fargo Mtg 04-7 2A1	4.500%	07/19	194,806	200,403
Total Page 2, Part II, Line 10c (b) & (c)				46,659,598	46,988,877

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SCHEDULE 12

Schedule of Real Estate

Description	Cost or Other Basis	Allowance for Depr./Depl.	Book Value	Market Value
<u>Tarrant County, Texas</u>				
City of Fort Worth:				
Everman Land	8,716,223	0	8,716,223	19,727,800
Jones Street Property	<u>962,444</u>	<u>0</u>	<u>962,444</u>	<u>1,466,800</u>
	9,678,667	0	9,678,667	21,194,600
Mineral Interests (Schedule 13)	<u>20,171,160</u>	<u>17,685,811</u>	<u>2,485,349</u>	<u>49,028,043</u>
	<u>29,849,827</u>	<u>17,685,811</u>		
Total Page 2, Part II, Line 11 (b)			<u>12,164,016</u>	
Total Page 2, Part II, Line 11 (c)				<u>70,222,643</u>

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SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING				
TEXAS				
Andrews County				
Grace, Terry, Sykes, Hitzelberger, & Wilcher	12	0	12	375
Clay County				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	10,566
Chappel #1	815	814	1	1
Crane and Ward Counties				
Gulf Estes Ranch	2,400	2,399	1	2,733
DeWitt and Gonzales Counties				
DuBose Gas Units	14,453	14,298	155	71,004
Ector County				
Cowden	98,000	97,999	1	858,288
Parker	7,000	6,997	3	787,983
Sands-Goldsmith	92,245	92,244	1	424,704
TXL	236,281	236,280	1	221,250
Fisher County				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
Fort Bend County				
Fort Bend County	420,598	246,902	173,696	110,355
Gaines County				
A.L. Wasson	451,000	450,998	2	16,845,675
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire: Klattenhoff	10,011	10,010	1	208,422
Mobil: A.R. Gillis	603	602	1	35,853
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	15,186
Hansford County				
Kaiser: White "B" Gas Unit	400	399	1	1
Johnson County				
Johnson County Farm	0	0	0	129,564
Loving County				
Gaspergou	0	0	0	155,742
Martin County				
Gulf: Glass	6,104	6,103	1	88,335
Jake Harmon--Yates, Carter	1	0	1	4,450,065
Moore County				
Bridges and Kelley	1,000	999	1	46,470
Moore and Sherman Counties				
Huber Gas Unit	1,000	999	1	2,652
Ochiltree County				
Texaco: Herndon	111	110	1	78,870
Helendale Properties: Tregallis	96	95	1	1

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SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
TEXAS				
Pecos County				
Winfield Units	800	799	1	1
Nutt	2	0	2	199,326
Roberts County				
Quinduno	345,000	344,999	1	877,962
Stonewall County				
Brown "A"	328	327	1	45,459
Tamarack--A.G.C. Foundation	164	163	1	1
Tarrant County				
Eagle Mountain Ranch	0	0	0	804,522
Benbrook	0	0	0	21,624
Eastside	0	0	0	354,903
Everman	0	0	0	1,807,800
Lake Country	0	0	0	3,900,339
North Farm	0	0	0	30,858
Shady Oaks	0	0	0	12,177
Upshur County				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	12,225
Upton County				
Anna Wells and Clara Hill--Brennand	963	961	2	234,651
Van Zandt County				
Parker, Estes, & Campbell Gas Units	9,542	9,541	1	1
Turner Gas Unit	7,214	7,213	1	1
Ward County				
F.H. Scott	1,145	1,144	1	34,347
Adobe: Gurney, Barstow, & Williams	99	98	1	84,342
Winkler County				
M.E. Crum	121,733	121,732	1	31,098
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	347,676
Amburgey	4,368	4,367	1	114
Carter State	441	440	1	1
ALABAMA				
Tuscaloosa County	1,881,981	1,260,469	621,512	358,170
CALIFORNIA				
Ventura County				
Edison & RBU-C. Secondary	5,381,594	4,997,556	384,038	9,782,187
LOUISIANA				
Bossier Parish	2,005,286	1,492,972	512,314	318,780
Jackson Parish				
Vernon Field	225,923	225,923	0	58,611

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75-6000331

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
NEW MEXICO				
Chavez, Lea & Roosevelt Counties				
Chavez et al	106,907	29,484	77,423	38,799
Lea County				
Allison Federal Com	41,724	16,971	24,753	4,272
OKLAHOMA				
Texas County				
N.E. Rice Unit	27,026	10,159	16,867	4,029
UTAH				
Duchesne & Uintah Counties	162,142	73,027	89,115	167,493
WYOMING				
Lincoln County				
N. Anderson Canyon, South Hogsback	88,622	86,209	2,413	44,235
Sweetwater County				
Brehm, Huber	81,048	44,670	36,378	6,240
	<u>12,011,495</u>	<u>10,072,777</u>	<u>1,938,718</u>	<u>44,126,344</u>
OVERRIDING ROYALTIES--PRODUCING				
TEXAS				
Atascosa County				
Urbanczyk & Richter	107,870	107,869	1	23,337
Ector County				
Johnson Unit	1	0	1	43,830
Moore County				
James C. Wilson	5,000	4,999	1	1
Winkler County				
J.B. Walton & Holt	7,243,850	7,243,849	1	1,643,424
NEW MEXICO				
Lea County				
Hill	221,344	221,343	1	409,107
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>2,119,699</u>
OIL PAYMENTS--PRODUCING				
Owenwood Pool, et al	499,898	0	499,898	2,782,014

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2012

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL PAYMENTS--NON PRODUCING				
TEXAS				
Reagan County				
University	27,336	24,954	2,382	2,382
OIL AND GAS LEASES--NON PRODUCING				
TEXAS				
Ector County				
Johnson "B"	1	0	1	1
OIL AND GAS ROYALTIES--NON PRODUCING				
TEXAS				
Clay County	2,760	0	2,760	2,760
Ector County	3,406	0	3,406	3,406
Gaines County	9,764	2,610	7,154	7,154
Hamilton & Coryell	10,485	0	10,485	10,485
Montague County	268	0	268	268
Reeves County	1,280	0	1,280	1,280
Stonewall & King Counties	1,478	0	1,478	1,478
Tarrant County	1	0	1	1
Winkler County	16,746	7,124	9,622	9,622
FLORIDA				
Dixie & Gilchrist Counties	7,890	0	7,890	7,890
NEW MEXICO				
Roosevelt County	287	286	1	1
	54,365	10,020	44,345	44,345
Less: Estimated excess of book value of non-producing properties over market				(46,742)
TOTAL MINERAL INTEREST (to Sch 12)	20,171,160	17,685,811	2,485,349	49,028,043

AMON G. CARTER FOUNDATION

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SCHEDULE 14
Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	14,118,385	15,412,931
Bravo Equity Partners II, LP	20-4047563	1,903,188	1,774,328
Carter Distribution Center I, LP	74-3230989	(1,302,323)	0
CT Capital Partners, LP	75-2660759	0	23,859
Eiger Holdco LLC	26-2635312	999,989	3,863,230
Eiger Real Estate Holdings LLC	27-2757020	9,044	0
Emerson Farm Investments, Ltd	38-3641874	408,896	5,035,950
Emerson Promontory Point, Ltd	27-3022941	538,532	885,503
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	9,352,321	10,599,020
FW River Plaza, LP	26-1525419	1,273,108	1,274,728
Gardens of Connemara, Ltd	20-1629143	195,091	569,111
LKCM Headwater Investments I, LP	27-3519379	1,059,565	3,591,582
LKCM Radio Group, LP	41-2051542	523,673	2,800,000
Montgomery Farm Garden District, Ltd	20-0382437	1,791,058	2,104,060
NOR Partners, LP	26-2750423	1,936,731	1,936,731
Parallel 2005 Equity Fund, LP	33-1127528	2,975,871	3,198,089
PEP-Nova Media Partners, LP	20-2226126	43,124	39,000
PNL Institutional Partners, LP	56-2510294	1,237,916	1,148,203
PTV Sciences II, LP	20-4736917	6,839,047	8,876,230
Sofinnova Venture Partners VIII, LP	45-2662873	863,550	850,677
Spindletop Healthcare Capital, LP	90-0658226	163,843	163,843
T/E Centreport Tech, Ltd	75-2735072	312,561	268,907
T/E Promontory Point, Ltd	75-2884764	23,788	295,534
TEPCO MLP, Ltd	75-2803438	806,586	0
TSG4 LP	30-0045316	5,453,686	9,608,365
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	14,305,985	20,957,954
TSG5 AIV I LP	90-0873576	1,046,514	1,348,247
TSG5 AIV II LP	90-0888235	496,790	640,026
TSG6 LP	45-5510352	205,757	254,361
TSG6 AIV I LP	90-0866408	994,851	1,229,854
TSG6 AIV II LP	32-0391448	3,332,454	4,119,646
VSS Communications Partners IV, LP	20-1631204	3,811,092	2,877,193
290 Land Investments, LP	26-1188206	3,344,634	2,273,844
		<u>79,065,410</u>	<u>108,021,006</u>
Other:			
Adtech Global Corporation		1,000,000	1,000,000
Global Undervalued Securities Fund, Ltd		9,000,000	16,071,880
LKCM Private Discipline International		5,000,000	6,767,265
Overseas CAP Partners, Inc		5,000,000	5,195,795
Paulson Credit Opportunities, Ltd Fund		10,000,000	14,122,444
Total Page 2, Part II, Line 13 (b) & (c)		<u>109,065,410</u>	<u>151,178,390</u>

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Year Ended December 31, 2012

SCHEDULE 15**Schedule of Land, Buildings, and Equipment**

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Held for charitable purposes--Amon Carter Museum See Schedule 15A	2,397,489	(2,127,817)	269,672
General office furniture and equipment See Schedule 15B	<u>512,333</u>	<u>(412,076)</u>	<u>100,257</u>
Total Page 2, Part II, Line 14 (b)	<u><u>2,909,822</u></u>	<u><u>(2,539,893)</u></u>	<u><u>369,929</u></u>

AMON G. CARTER FOUNDATION
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SCHEDULE 15A

Land, Buildings, and Equipment
Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/12	2012 Depreciation	Accumulated Depreciation @ 12/31/12
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	2,048	819	2,867
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,028,775	819	2,029,594
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	92,272	5,953	98,225
			198,431	0	198,431	92,272	5,953	98,225
	Grand Total		2,397,490	131,367	2,266,123	2,121,047	6,772	2,127,819

Summary:

Basis	2,397,490
Rounding difference	(1)
	2,397,489
Less: Accumulated Depreciation	(2,127,819)
Rounding difference	2
	(2,127,817)
	269,672

SCHEDULE 15B
Land, Buildings, and Equipment
General Office Furniture and Equipment

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/12	2012 Depreciation	Accumulated Depreciation @ 12/31/12
General Office Furniture & Equipment								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	464	0	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,378	298	1,676
2007	DLP projector	20.00% SL	866	0	866	757	109	866
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	7,297	1,547	8,844
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	9,615	2,042	11,657
2008	Office remodeling	14.29% SL	149,324	0	149,324	74,683	21,338	96,021
2008	Television	20.00% SL	871	0	871	609	174	783
2008	Refrigerator	20.00% SL	974	0	974	683	195	878
2009	Office furnishings	14.29% SL	16,223	0	16,223	5,795	2,318	8,113
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	2,320	928	3,248
2010	Ford Taurus automobile	20.00% SL	29,636	0	29,636	9,631	5,927	15,558
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	8,892	7,904	16,796
			<u>512,332</u>	<u>50</u>	<u>512,282</u>	<u>369,303</u>	<u>42,780</u>	<u>412,083</u>

Summary:

Basis	512,332
Rounding difference	1
	<u>512,333</u>
Accumulated Depreciation	(412,083)
Rounding difference	7
Total to Schedule 15	<u>(412,076)</u> <u>100,257</u>

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SCHEDULE 16

Other Assets	December 31 2011	December 31 2012	Market Value
Prepaid federal excise tax	0	46,029	46,029
Prepaid federal income tax	108,690	108,690	108,690
Interest purchased on bonds	7,049	0	0
Club membership	5,000	5,000	5,000
* Assets held for charitable purposes:			
Amon Carter Museum	49,064,767	51,450,517	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>49,435,506</u>	<u>51,860,236</u>	
Total, Page 2, Part II, Line 15 (c)			<u>159,719</u>

Other Liabilities		
Federal excise tax payable	25,711	0
Federal income tax payable	0	0
Unrealized gross profit on installment sales	<u>2,267,641</u>	<u>2,267,641</u>
Total, Page 2, Part II, Line 22 (a) & (b)	<u>2,293,352</u>	<u>2,267,641</u>

Analysis of Changes in Net Worth	
Other increases not included in line 2:	
Rounding	<u>1</u>
Total Page 2, Part III, Line 3	<u>1</u>
Decreases not included in Line 2:	
Rounding	<u>0</u>
Total Page 2, Part III, Line 5	<u>0</u>

* The Amon G. Carter Foundation owns a collection of paintings, works on paper, and photographs which are on long-term loan to the Amon Carter Museum. The Museum uses the objects to further their mission to collect, preserve, and exhibit the finest examples of American art, and to serve an educational role through exhibitions, publications and programs devoted to the study of American art.

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SCHEDULE 17

Officers, Directors, Trustees, Foundation Managers
and their compensation, if any, for 2012:

Name and Address	Title, and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Ruth Carter Stevenson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	President/ 3-5 hrs/wk	None	None	None
Robert W. Brown, M.D.* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Vice-Pres./ 3-5 hrs/wk	None	None	None
Sheila B. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Secretary/ 3-5 hrs/wk	None	None	None
Mark L. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Treasurer/ 3-5 hrs/wk	None	None	None
Kate Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Director/ 3-5 hrs/wk	None	None	None
W. Patrick Harris 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	430,505	74,567	11,307
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	431,713	71,572	12,287
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	164,000	37,228	442
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		1,026,218	183,367	24,036

*Director

AMON G. CARTER FOUNDATION

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SCHEDULE 18**SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>Name of Donee</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Education			
All Saints Episcopal School		Capital support	500,000
Bobby Bragan Youth Foundation		Event underwriting	4,500
College for All Texans Foundation	Austin, TX	Program expansion	50,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	15,000
Davey O'Brien Foundation		Marketing support	20,000
Davey O'Brien Foundation		Event underwriting	7,100
Fort Worth Academy		Facility improvements	100,000
Fort Worth Country Day School		Summer Breakthrough program	5,000
Fort Worth Independent School District		Scholarship program	5,000
Fort Worth Independent School District		Paschal High Booster project	150,000
Generation Hope Laptop Program		Operating support	25,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Impossible Possibilities		Operating support	5,000
Ladies on the Lamb		Scholarship support	1,000
Learning Center of North Texas, Inc.		Teacher training program	75,000
National Institute for Technology in Liberal Education	Georgetown, TX	Program expansion	20,000
New Key School		Technology project	40,000
NonPareil Institute	Dallas, TX	Program expansion	50,000
Score a Goal in the Classroom		Operating support	20,000
Southwest Christian School		Capital support	250,000
Southwestern Baptist Theological Seminary		Event underwriting	25,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
STAR Sponsorship Program		Scholarship support	25,000
Tarrant County College		President's Fund	4,000
Texas Christian University		Stadium renovation	3,000,000
Texas Christian University		Shakespeare festival	20,000
Texas Christian University		Research program	20,000
Texas Christian University		Music festival	5,000
Texas Christian University		Special program	20,000
Texas Christian University		Chancellor's Fund	4,000
Texas Christian University		Event underwriting	8,960
Texas Wesleyan University		President's Fund	4,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
University of Texas at Arlington	Arlington, TX	School of Social Work pilot	500,000
University of Texas at Austin	Austin, TX	Blanton Museum program	25,000
University of Texas at Austin	Austin, TX	McDonald Observatory program	15,000
Uplift Education	Dallas, TX	Capital support	250,000
Subtotal Education			<u>5,328,560</u>
Health and Medicine			
All Saints Health Foundation		Event underwriting	4,360
American Heart Association		Event underwriting	9,100
Community Hospice of Texas		Facility refurbishment	50,000
Cook Children's Medical Center		Children's medical camps	45,000
Cowtown Concourse for the Cure		Event underwriting	2,500

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Health and Medicine (continued)			
Dental Health Arlington	Arlington, TX	Special program	45,000
Empowering Church Healthcare Outreach		Program support	50,000
Essilor Vision Foundation	Dallas, TX	Program expansion	100,000
Jewel Charity		Event underwriting	25,000
Juvenile Diabetes Research Foundation	New York, NY	Program expansion	50,000
Leukemia and Lymphoma Society	White Plains, NY	Program expansion	25,000
Mental Health American of Greater Tarrant County		Program expansion	50,000
MHMR Visions		Facility improvements	35,000
Proyecto Huasteco, Inc.		Medical mission trip	5,000
RB Eye Foundation		Event underwriting	2,500
Research and Education Institute of Texas Health Resources		Medical education support	20,000
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Tarrant County Academy of Medicine		Volunteer physician pilot	150,000
Texas Health Harris Methodist Foundation		Emergency department pilot	500,000
University of North Texas Health Science Center		Special program	50,000
University of Texas Health Science Center at Tyler	Tyler, TX	Research support	100,000
Subtotal Health and Medicine			1,343,460
Humanities and Arts			
Allied Theatre Group		Facility improvement	40,000
Amon Carter Museum		Operating support	8,118,244
Amphibian Productions		Capital support	75,000
Ballet Concerto		Program underwriting	5,000
Blue Shoe Project	Colleyville, TX	Operating support	10,000
Botanical Research Institute of Texas		Event underwriting	4,350
Circle Theatre		Facility improvement	35,000
Fort Worth Museum of Science and History		Special program	50,000
Fort Worth Museum of Science and History		Event underwriting	23,140
Fort Worth Opera Association		Operating support	50,000
Fort Worth Opera Association		Special project	60,000
Fort Worth Symphony Orchestra		Operating support	100,000
Fort Worth Zoological Association		Event underwriting	22,500
Friends of the Fort Worth Nature Center and Refuge		Operating support	20,000
Hip Pocket Theatre		Facility improvement	15,000
Jubilee Players, Inc.		Operating support	25,000
Jubilee Players, Inc.		Event underwriting	2,500
Kids Who Care		Operating support	25,000
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	7,500
NAACP-ACT SO	Baltimore, MD	Event underwriting	1,500
National Cowgirl Museum and Hall of Fame		Event underwriting	2,900
National Multicultural Western Heritage Museum		Special project	40,000
Performing Arts Fort Worth		Children's educational program	25,000

AMON G. CARTER FOUNDATION

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SCHEDULE 18**SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>Name of Donee</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Humanities and Arts (continued)			
Streams and Valleys, Inc.		General support	10,000
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Ballet Theatre		Operating support	50,000
Texas Ballet Theatre		Event underwriting	5,000
Texas Boys Choir		Operating support	3,000
Texas Girls Choir		Operating support	3,000
Van Cliburn Foundation		Competition underwriting	75,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>8,935,634</u>
Social Services			
A Wish with Wings	Arlington, TX	Event underwriting	2,500
ACH Child and Family Services		Capital support	500,000
AIDS Outreach Center		Facility improvement	50,000
AIDS Outreach Center		Event underwriting	1,000
Alex Fund	New York, NY	Operating support	10,000
Alliance for Children		Staff expansion	50,000
Arlington Life Shelter	Arlington, TX	Program expansion	30,000
Association of Fundraising Professionals		Event underwriting	600
Autism Treatment Center	San Antonio, TX	Capital support	150,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Program support	50,000
Boys and Girls Club of Greater Fort Worth		Facility improvement	200,000
Boys and Girls Club of Greater Fort Worth		Event underwriting	2,000
Boys and Girls Club of Greater Fort Worth		Operating support	2,000
Boy Scouts of America--Longhorn Council		Event underwriting	4,500
Brighter Outlook		Facility improvement	10,000
Camp Fire USA		Capital support	250,000
Cancer Care Services		Matching grant	25,000
CASA of Tarrant County		Event underwriting	2,500
Catholic Charities--Diocese of Fort Worth		Capital support	250,000
Cenikor Foundation		Facility improvement	50,000
Child Study Center Foundation		Children's care fund	25,000
Christ's Haven for Children	Keller, TX	Facility improvement	50,000
Circle of Friends	Colleyville, TX	Operating support	5,000
Communities in Schools of Greater Tarrant County		Program expansion	165,000
Community Storehouse	Keller, TX	Special program	50,000
Day Resource for the Homeless		Facility improvement	30,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Easter Seals North Texas		Technology upgrades	75,000
Feed by Grace		Community garden	50,000
Fellowship of Christian Athletes		Staff underwriting	25,000
Gary Patterson Foundation		Event underwriting	4,250
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000
Girls, Inc. of Tarrant County		Special program	35,000
Gladney Center for Adoption		Special program	100,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Social Services (continued)			
Helping Restore Ability	Arlington, TX	Program expansion	50,000
HOPE Farm		Capital support	150,000
Housing Opportunities of Fort Worth		Operating support	30,000
Just Say Yes--Youth Equipped to Succeed	Dallas, TX	Operating support	30,000
Kids Hope USA	Zeeland, MI	Program expansion	50,000
Ladder Alliance		Program expansion	20,000
Meals on Wheels of Tarrant County		Operating support	25,000
National Association to Protect Children	Knoxville, TN	Program expansion	100,000
Northside Inter-Church Agency		Operating support	25,000
Opening Doors for Women in Need		Facility improvement	50,000
Presbyterian Night Shelter		Planning project	30,000
Recovery Resource Council		Capital support	100,000
Recovery Resource Council		Event underwriting	2,200
Ronald McDonald House of Fort Worth		Capital support	750,000
Rookie League Baseball:			
Azle Little League	Azle, TX	Special program	5,000
Batters Up USA	Lake Park, FL	Special program	6,500
Brewton Area YMCA	Brewton, AL	Special program	2,500
City of Monroeville	Monroeville, AL	Special program	10,000
Clinton County YMCA	Clinton, SC	Special program	2,500
New York and Presbyterian Hospital	New York, NY	Special program	3,100
University Little League		Special program	12,500
West Side Little League		Special program	12,500
Western Hills Little League		Special program	10,000
YMCA of High Point	Trinity, NC	Special program	3,000
YMCA of Upper Pee Dee	Hartsville, SC	Special program	3,000
Safe Haven of Tarrant County		Facility improvement	50,000
Salvation Army--Tarrant County Command		Operating support	2,000
Senior Citizen Services of Greater Tarrant County		Program expansion	40,000
Shaken Baby Alliance		Operating support	10,000
Star Telegram Charities, Inc.		Goodfellows Fund	10,000
Tarrant Area Food Bank		Program expansion	30,000
Tarrant County Youth Collaboration		Special program	50,000
Tarrant Net		Special program	25,000
Texas Loves Children	Dallas, TX	Matching program	100,000
United Way of Metropolitan Tarrant County		Annual campaign support	100,000
Wings of Hope Equitherapy	Burleson, TX	Event underwriting	2,300
Women's Center		Educational video underwriting	25,000
Women's Center		Event underwriting	4,100
YWCA of Fort Worth and Tarrant County		Facility improvement	25,000
Subtotal Social Services			4,217,550
Miscellaneous			
American Quarter Horse Foundation	Amarillo, TX	Operating support	250,000
Center for Nonprofit Management	Dallas, TX	Program support	25,000
Center for Nonprofit Management	Dallas, TX	Special program	7,500

AMON G. CARTER FOUNDATION

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SCHEDULE 18**SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>Name of Donee</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Miscellaneous (continued)			
City of Fort Worth--Como Community Center		Program support	2,500
Coastal Bend Community Foundation	Corpus Christi, TX	Event underwriting	4,050
Colonial Charitable Foundation		Event underwriting	4,700
Community Foundation of North Texas		Special program	50,000
Discalced Carmelite Monastery	Arlington, TX	Facility repairs	40,000
Downtown Fort Worth Initiatives, Inc.		Downtown memorial	25,000
First Christian Church		Vision project	5,000
Fort Worth Chamber Foundation		Special program	50,000
Fort Worth Chamber Development Foundation		Park enhancements	125,000
Fort Worth Metropolitan Industrial Development		Leadership program	10,000
Fort Worth Promotion and Development Fund		Leadership program	30,000
Fort Worth Promotion and Development Fund		Event underwriting	3,000
Independent Institute	Oakland, CA	Publishing support	10,000
Junior League of Fort Worth		Capital support	100,000
Junior League of Fort Worth		Event underwriting	5,000
Kappa Alpha Theta Fort Worth Foundation		Event underwriting	2,500
Leadership Fort Worth		Event underwriting	2,500
Mayfest, Inc.		Event underwriting	10,000
Multicultural Alliance		Event underwriting	2,500
National Center for Policy Analysis	Dallas, TX	Technology support	30,000
National Christian Foundation--North Texas		Operating support	25,000
Shared Community Benefit Foundation		Publication underwriting	20,000
Southeast Fort Worth		Operating support	15,000
St. Patrick Cathedral		Capital support	585,000
Subtotal Miscellaneous			<u>1,439,250</u>
GRAND TOTAL			<u><u>21,264,454</u></u>

Address of donee is Fort Worth, Texas unless otherwise indicated.

None of the donees are related to the Amon G. Carter Foundation through common board membership.

None of the donees are private foundations.

AMON G. CARTER FOUNDATION

From 990-PF

Year Ended December 31, 2012

75-6000331

SCHEDULE 19

<u>Grants Approved for Future Payment</u>	<u>December 31 2012</u>
Burning Hearts (newport Beach, CA)	\$ 20,000
Camp Summit (Dallas, TX)	100,000
Cancer Care Services	25,000
Cook Children's Medical Center	2,000,000
Covenant Classical School	150,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	426,000
Fort Worth ISD--Arlington Heights Booster Club	100,000
Fort Worth Metropolitan Industrial Development	10,000
Friends of the Fort Worth Nature Center and Refuge	10,000
Green Oaks School	100,000
Happy Hill Farm (Granbury, TX)	100,000
James L. West Alzheimer Center	500,000
Meals on Wheels of Johnson and Ellis Countries (Cleburne, TX)	100,000
Make-a-Wish Foundation North Texas	25,000
North Texas Area Community Health Centers	50,000
Schola Cantorum	10,000
Southwestern Exposition and Livestock Show (NCAA Bid)	50,000
St. Patrick Cathedral	90,000
Streams and Valleys, Inc.	125,000
Tarrant Area Food Bank	500,000
Teach for America (New York, NY)	100,000
Texas Boys Choir	50,000
Texas Christian University (Stadium Renovation)	16,000,000
Texas Christian University--Brite Divinity School	25,000
The Alex Fund (New York, NY)	20,000
Union Gospel Mission	500,000
United Way of Metropolitan Tarrant County	100,000
University of North Texas Health Science Center	100,000
University of North Texas Health Science Center (MD Program)	1,500,000
University of Texas at Arlington	100,000
University of Texas Medical Branch (Galveston, TX)	150,000
Total Page 11, Part XV, Line 3b	<u>\$ 23,136,000</u>

Address of donee is Fort Worth, Texas unless otherwise indicated.

None of the donees are related to the Amon G. Carter Foundation through common board membership.

None of the donees are private foundations.

AMON G. CARTER FOUNDATION
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Year Ended December 31, 2012

75-6000331

SCHEDULE 20

Page 8, Part X--Marketability Discount Claimed in Calculation of FMV of Securities

Mereken Land & Production:

110 common shares at FMV before discount	<u>6,287,549</u>
	6,287,549

Line 1e--Marketability discount claimed--10%	628,755
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The 110 shares represent 20% of the total issued and outstanding common stock of Mereken L&P.

The marketability discount is claimed because the securities could only be liquidated in a reasonable period of time at a price less than fair market value because Mereken L&P is a closely held corporation.

AMON G. CARTER FOUNDATION
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SCHEDULE 21

Reconciliation of Part XVI-A, Line 13 to Part I, Lines 3-11, Column (a)

Page 12, Part XVI-A, Line 13	38,260,156
Less Page 1, Part I, Line 5b Net rental loss	24,770
Plus Page 1, Part I, Line 5a Gross rents	<u>49,679</u>
Page 1, Part I, Lines 3-11, Column (a)	<u><u>38,334,605</u></u>

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

TX - Texas

CA - California

OK - Oklahoma

GA - Georgia

MS - Mississippi