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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

CARSON FOUNDATION

A Employer identification number

76-0535539

Number and street (or P.O. box number if mail is not delivered to street address)

5090 RICHMOND AVENUE, SUITE 300

Room/suite

B Telephone number

713-781-7583

City or town, state, and ZIP code

HOUSTON, TX 77056

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 2,059,580.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

|     |                                                                                   |            |          |          |             |
|-----|-----------------------------------------------------------------------------------|------------|----------|----------|-------------|
| 1   | Contributions, gifts, grants, etc., received                                      | 1,213,552. |          |          |             |
| 2   | Check <input type="checkbox"/> If the foundation is not required to attach Sch. B |            |          |          |             |
| 3   | Interest on savings and temporary cash investments                                | 8.         | 8.       | 8.       | STATEMENT 1 |
| 4   | Dividends and interest from securities                                            | 16,494.    | 16,494.  | 16,494.  | STATEMENT 2 |
| 5a  | Gross rents                                                                       |            |          |          |             |
| b   | Net rental income or (loss)                                                       |            |          |          |             |
| 6a  | Net gain or (loss) from sale of assets not on line 10                             | 50,565.    |          |          |             |
| b   | Gross sales price for all assets on line 6a                                       | 1,730,271. |          |          |             |
| 7   | Capital gain net income (from Part IV, line 2)                                    |            | 50,565.  |          |             |
| 8   | Net short-term capital gain                                                       |            |          | N/A      |             |
| 9   | Income modifications                                                              |            |          |          |             |
| 10a | Gross sales less returns and allowances                                           |            |          |          |             |
| b   | Less: Cost of goods sold                                                          |            |          |          |             |
| c   | Gross profit or (loss)                                                            |            |          |          |             |
| 11  | Other income                                                                      | <1,924.>   | <1,924.> | <1,924.> | STATEMENT 3 |
| 12  | Total. Add lines 1 through 11                                                     | 1,278,695. | 65,143.  | 14,578.  |             |
| 13  | Compensation of officers, directors, trustees, etc.                               | 0.         | 0.       | 0.       | 0.          |
| 14  | Other employee salaries and wages                                                 |            |          |          |             |
| 15  | Pension plans, employee benefits                                                  |            |          |          |             |
| 16a | Legal fees                                                                        |            |          |          |             |
| b   | Accounting fees                                                                   | 2,695.     | 0.       | 0.       | 2,695.      |
| c   | Other professional fees                                                           | 11,264.    | 10,146.  | 10,146.  | 1,118.      |
| 17  | Interest                                                                          |            |          |          |             |
| 18  | Taxes                                                                             | 92.        | 92.      | 92.      | 0.          |
| 19  | Depreciation and depletion                                                        |            |          |          |             |
| 20  | Occupancy                                                                         |            |          |          |             |
| 21  | Travel, conferences, and meetings                                                 | 6,648.     | 0.       | 0.       | 6,648.      |
| 22  | Printing and publications                                                         |            |          |          |             |
| 23  | Other expenses                                                                    | 11.        | 6.       | 6.       | 5.          |
| 24  | Total operating and administrative expenses. Add lines 13 through 23              | 20,710.    | 10,244.  | 10,244.  | 10,466.     |
| 25  | Contributions, gifts, grants paid                                                 | 48,444.    |          |          | 48,444.     |
| 26  | Total expenses and disbursements. Add lines 24 and 25                             | 69,154.    | 10,244.  | 10,244.  | 58,910.     |
| 27  | Subtract line 26 from line 12:                                                    |            |          |          |             |
| a   | Excess of revenue over expenses and disbursements                                 | 1,209,541. |          |          |             |
| b   | Net investment income (if negative, enter -0-)                                    |            | 54,899.  |          |             |
| c   | Adjusted net income (if negative, enter -0-)                                      |            |          | 4,334.   |             |

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**Part II** Balance Sheets

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

|                                                   |                                                                                           | Beginning of year | End of year    |                       |
|---------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                   |                                                                                           | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                     | 1 Cash - non-interest-bearing                                                             |                   |                |                       |
|                                                   | 2 Savings and temporary cash investments                                                  | 42,219.           | 92,171.        | 58,658.               |
|                                                   | 3 Accounts receivable ▶ 1,130,808.                                                        |                   |                |                       |
|                                                   | Less: allowance for doubtful accounts ▶                                                   |                   | 1,130,808.     | 1,130,808.            |
|                                                   | 4 Pledges receivable ▶                                                                    |                   |                |                       |
|                                                   | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |
|                                                   | 5 Grants receivable                                                                       |                   |                |                       |
|                                                   | 6 Receivables due from officers, directors, trustees, and other disqualified persons      |                   |                |                       |
|                                                   | 7 Other notes and loans receivable ▶                                                      |                   |                |                       |
|                                                   | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |
|                                                   | 8 Inventories for sale or use                                                             |                   |                |                       |
|                                                   | 9 Prepaid expenses and deferred charges                                                   |                   |                |                       |
|                                                   | 10a Investments - U.S. and state government obligations                                   |                   |                |                       |
|                                                   | b Investments - corporate stock STMT 8                                                    | 0.                | 1,595.         | 1,595.                |
|                                                   | c Investments - corporate bonds                                                           |                   |                |                       |
| <b>Liabilities</b>                                | 11 Investments - land, buildings, and equipment basis ▶                                   |                   |                |                       |
|                                                   | Less accumulated depreciation ▶                                                           |                   |                |                       |
|                                                   | 12 Investments - mortgage loans                                                           |                   |                |                       |
|                                                   | 13 Investments - other STMT 9                                                             | 639,807.          | 639,807.       | 868,519.              |
|                                                   | 14 Land, buildings, and equipment basis ▶                                                 |                   |                |                       |
|                                                   | Less accumulated depreciation ▶                                                           |                   |                |                       |
|                                                   | 15 Other assets (describe ▶ PREPAID INCOME TAX)                                           | 157.              | 294.           | 0.                    |
|                                                   | 16 Total assets (to be completed by all filers)                                           | 682,183.          | 1,864,675.     | 2,059,580.            |
|                                                   | 17 Accounts payable and accrued expenses                                                  |                   |                |                       |
|                                                   | 18 Grants payable                                                                         |                   |                |                       |
| <b>Net Assets or Fund Balances</b>                | 19 Deferred revenue                                                                       |                   |                |                       |
|                                                   | 20 Loans from officers, directors, trustees, and other disqualified persons               |                   | 50,000.        | STATEMENT 10          |
|                                                   | 21 Mortgages and other notes payable                                                      |                   |                |                       |
|                                                   | 22 Other liabilities (describe ▶)                                                         |                   |                |                       |
|                                                   | 23 Total liabilities (add lines 17 through 22)                                            | 0.                | 50,000.        |                       |
| <b>Net Assets or Fund Balances</b>                | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                   |                |                       |
|                                                   | 24 Unrestricted                                                                           |                   |                |                       |
|                                                   | 25 Temporarily restricted                                                                 |                   |                |                       |
|                                                   | 26 Permanently restricted                                                                 |                   |                |                       |
|                                                   | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                   | 27 Capital stock, trust principal, or current funds                                       | 0.                | 0.             |                       |
|                                                   | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.                | 0.             |                       |
|                                                   | 29 Retained earnings, accumulated income, endowment, or other funds                       | 682,183.          | 1,814,675.     |                       |
| 30 Total net assets or fund balances              | 682,183.                                                                                  | 1,814,675.        |                |                       |
| 31 Total liabilities and net assets/fund balances | 682,183.                                                                                  | 1,864,675.        |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 682,183.   |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 1,209,541. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 1,891,724. |
| 5 Decreases not included in line 2 (itemize) ▶ MISCELLANEOUS ADJUSTMENT                                                                                         | 5 | 77,049.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 1,814,675. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 |                                              |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b> 1,730,271.   |                                            | 1,679,706.                                      | 50,565.                                      |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 |                                                                                                 |
| <b>b</b>                  |                                      |                                                 |                                                                                                 |
| <b>c</b>                  |                                      |                                                 |                                                                                                 |
| <b>d</b>                  |                                      |                                                 |                                                                                                 |
| <b>e</b>                  |                                      |                                                 | 50,565.                                                                                         |

|                                                                                                                                                                                        |                                                                                     |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b> | 50,565.   |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | }                                                                                   | <b>3</b> | <13,545.> |

**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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2011                                                              | 33,348.                               | 781,870.                                  | .042652                                                  |
| 2010                                                              | 45,808.                               | 718,237.                                  | .063778                                                  |
| 2009                                                              | 48,085.                               | 597,231.                                  | .080513                                                  |
| 2008                                                              | 59,277.                               | 802,102.                                  | .073902                                                  |
| 2007                                                              | 60,481.                               | 974,378.                                  | .062071                                                  |

|                                                                                                                                                                                                                                 |          |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                            | <b>2</b> | .322916 |
| <b>3</b> 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                                           | <b>3</b> | .064583 |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                                                           | <b>4</b> | 77,677. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                              | <b>5</b> | 5,017.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                             | <b>6</b> | 549.    |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                      | <b>7</b> | 5,566.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4.<br>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.<br>See the Part VI instructions. | <b>8</b> | 58,910. |

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

|                                                                                                                                                                                                                                        |         |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |         |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |         | 1 549. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |         |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |         | 2 0.   |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |         | 3 549. |
| 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-                                                                                                                                              |         | 5 549. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |         |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                    | 6a 294. |        |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b      |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c      |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d      |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7 294.  |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8 4.    |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9 259.  |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10      |        |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>                                                                                             | 11      |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                    |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.                                                                                                                                                                    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.                                                                                                                                                                                             |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                           |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                              |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                        |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TX</b>                                                                                                                                                                                                                           |     |    |
| 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 <b>SEE STATEMENT 11</b>                                                                                                     |     | 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  |

Form 990-PF (2012)

**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 <b>N/A</b>                                                                                                         |                                                                                                                                                                                           |               |                     |    |
| 14                                                                                                                                 | The books are in care of <b>THE FOUNDATION</b>                                                                                                                                            | Telephone no. | <b>713-781-7583</b> |    |
| Located at <b>5090 RICHMOND AVENUE, SUITE 300, HOUSTON, TX</b>                                                                     |                                                                                                                                                                                           | ZIP+4         | <b>77056</b>        |    |
| 15                                                                                                                                 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year       | 15            | <b>N/A</b>          |    |
| 16                                                                                                                                 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16            | Yes                 | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country |                                                                                                                                                                                           |               |                     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?                                                                                                                                                                                                                                                                            |                                                                     | X  |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                     |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                         |                                                                     | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                  |                                                                     |    |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| If "Yes," list the years                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                       | 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.                                                                                                                                                                                                                                                                                                                                                                                |                                                                     |    |
| 3a 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.) |                                                                     | X  |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 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?                                                                                                                                                                                                                                                               |                                                                     | X  |

Form 990-PF (2012)

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

N/A

7b

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 12     |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

0

Form 990-PF (2012)



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

|          |                                                                                                             |           |         |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |         |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 72,377. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 4,888.  |
| <b>c</b> | Fair market value of all other assets                                                                       | <b>1c</b> | 1,595.  |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 78,860. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.      |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.      |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 78,860. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 1,183.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 77,677. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 3,884.  |

**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.)

|           |                                                                                                           |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 3,884. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 549.   |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |        |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 549.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 3,335. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 0.     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 3,335. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | 0.     |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 3,335. |

**Part XII** Qualifying Distributions (see instructions)

|          |                                                                                                                                   |           |         |
|----------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | <b>1a</b> | 58,910. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.      |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                              |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                    | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                             | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 58,910. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 549.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | <b>6</b>  | 58,361. |

**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.

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             |             |
| <b>2</b> Undistributed Income, if any, as of the end of 2012:                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            |             | 3,335.      |
| <b>b</b> Total for prior years:                                                                                                                                                   |               |                            | 0.          |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                         |               | 0.                         |             |             |
| <b>a</b> From 2007                                                                                                                                                                | 11,762.       |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                | 19,253.       |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                | 18,343.       |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                | 10,535.       |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 59,893.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$                                                                                                            | 58,910.       |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               |                            | 0.          |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            | 0.                         |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             |             |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 55,575.       |                            |             | 3,335.      |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   | 115,468.      |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                         |               |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.          |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               | 0.                         |             |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013                                                              |               |                            | 0.          |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             | 0.          |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7                                                                                                 | 11,762.       |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 103,706.      |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         | 19,253.       |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         | 18,343.       |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         | 10,535.       |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         | 55,575.       |                            |             |             |

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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

**C. NEAL CARSON**

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

| Recipient<br>Name and address (home or business)                               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount         |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------------|
| <b>a Paid during the year</b>                                                  |                                                                                                                    |                                      |                                     |                |
| MIRACLES IN ACTION<br>2244 PARK AVENUE<br>CINCINNATI, OH 45206                 |                                                                                                                    | 501 C 3                              | OPERATING FUNDS                     | 30,114.        |
| PAN AMERICAN EDUCATION FOUNDATION<br>8426 NODAWAY DRIVE<br>PARKVILLE, MO 64152 |                                                                                                                    | 501 C 3                              | OPERATING FUNDS                     | 11,000.        |
| ST. PAUL CHILDREN'S FOUNDATION<br>P.O. BOX 1238<br>TYLER, TX 75707             |                                                                                                                    | 501 C 3                              | OPERATING FUNDS                     | 5,000.         |
| MOVEABLE FEAST<br>P.O. BOX 2298<br>BALTIMORE, MD 21203                         |                                                                                                                    | 501 C 3                              | OPERATING FUNDS                     | 2,330.         |
|                                                                                |                                                                                                                    |                                      |                                     |                |
| <b>Total</b>                                                                   |                                                                                                                    |                                      | <b>3a</b>                           | <b>48,444.</b> |
| <b>b Approved for future payment</b>                                           |                                                                                                                    |                                      |                                     |                |
| NONE                                                                           |                                                                                                                    |                                      |                                     |                |
|                                                                                |                                                                                                                    |                                      |                                     |                |
|                                                                                |                                                                                                                    |                                      |                                     |                |
|                                                                                |                                                                                                                    |                                      |                                     |                |
| <b>Total</b>                                                                   |                                                                                                                    |                                      | <b>3b</b>                           | <b>0.</b>      |





**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

**CARSON FOUNDATION**

Employer identification number

**76-0535539**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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).

LHA 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

CARSON FOUNDATION

76-0535539

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | C. NEAL CARSON<br>5090 RICHMOND AVENUE, SUITE 300<br>HOUSTON, TX 77056 | \$ 1,213,552.              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |



Name of organization

Employer identification number

**CARSON FOUNDATION****76-0535539**

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

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

# SELLER'S STATEMENT

A-1

Date: December 28, 2012

GPN: 1912727180

Sale From: Pro Equipment Leasing, Ltd.  
4 Waterford Oaks Lane  
Kemah, TX 77565-2922

To: Dream 7 Equities, LLC  
2445 Southlake Blvd.  
Southlake, TX 76092

Property: 12.095 acre tract in the George Ross Survey, Harris County, Texas  
0 Independence Parkway  
Deer Park, TX 77536

|                                                       |                |
|-------------------------------------------------------|----------------|
| Sales Price                                           | \$2,460,427.00 |
| Reimbursements/Credits                                |                |
| 2012 Property Tax Reimbursement form 12/28 thru 12/31 | \$182.04       |
| Total Reimbursements/Credits                          | \$182.04       |
| Gross Amount Due to Seller                            | \$2,460,609.04 |

## Less: Charges and Deductions

|                                                                              |          |             |                |
|------------------------------------------------------------------------------|----------|-------------|----------------|
| 3% Real Estate Commission to Smith Raines Company                            | POC (\$) | \$73,812.00 | \$0.00         |
| 3% Real Estate Commission to Caprock Realty Partners                         |          |             | \$73,812.00    |
| Filing Fees to StarTex Title Company, LLC                                    |          |             | \$20.00        |
| Recording Fees                                                               |          | \$20.00     |                |
| Tax Certificate to StarTex Title Company, LLC                                |          |             | \$69.28        |
| Survey Fees to Hovis Surveying Company, Inc.                                 |          |             | \$1,240.00     |
| Delivery Fees to StarTex Title Company, LLC                                  |          |             | \$90.00        |
| Electronic Download Fee to StarTex Title Company, LLC                        |          |             | \$4.00         |
| Escrow Fee to StarTex Title Company, LLC                                     |          |             | \$350.00       |
| Title Insurance to StarTex Title Company, LLC                                |          |             | \$12,060.00    |
| Simultaneous w/MP                                                            |          | \$12,060.00 |                |
| State of Texas Policy Guaranty Fee to StarTex Title, LLC - Guaranty Fee ONLY |          |             | \$2.00         |
| State of Texas Policy Guaranty Fee                                           |          | \$2.00      |                |
| Seller Finance Note                                                          |          |             | \$2,335,427.00 |

|                              |                |
|------------------------------|----------------|
| Total Charges and Deductions | \$2,423,074.28 |
| Net Amount Due to Seller     | \$37,534.76    |

Seller understands the Closing or Escrow Agent has assembled this information representing the transaction from the best information available from other sources and cannot guarantee the accuracy thereof. The lender involved may be furnished a copy of this statement.

Seller understands that tax and insurance provisions and reserves were based on figures for the preceding year or supplied by others or estimates for the current year, and in the event of any change for current year, all necessary adjustments must be made between Purchaser and Seller direct.

The undersigned hereby authorizes StarTex Title Company, LLC to make expenditure and disbursements as shown above and approves same for payment. The undersigned also acknowledges receipt of Loan Funds, if applicable, in the amount shown above and a receipt of a copy of this Statement.

2,460,427 x 50% = 1,230,214

Printed at: 12/26/2012 (02:02 pm)

Compliments of StarTex Title Company, LLC

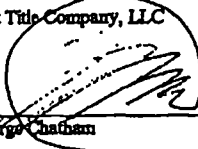
GFNo: 1912727180

Page 2

A-2

StarTex Title Company, LLC

By

  
Margo Chatham

Pro Equipment Leasing, Ltd.

By:

  
William W. Keys, General Partner

By: The Carson Foundation,  
a Texas Non-Profit Corporation  
General Partner

By:

  
C. Neal Carson, President

Printed at: 12/26/2012 (02:02 pm)

Compliments of StarTex Title Company, LLC

# PURCHASER'S STATEMENT

Date: December 28, 2012

GFNo: 1912727180

Sale From: Pro Equipment Leasing, Ltd.  
4 Waterford Oaks Lane  
Kenah, TX 77565-2922

To: Dream 7 Equities, LLC  
2445 Southlake Blvd.  
Southlake, TX 76092

Property: 12.095 acre tract in the George Ross Survey, Harris County, Texas  
0 Independence Parkway  
Deer Park, TX 77536

Purchase Price \$2,460,427.00

## Plus: Charges

|                                                                              |                       |
|------------------------------------------------------------------------------|-----------------------|
| Filing Fees to StarTex Title Company, LLC                                    | \$136.00              |
| Recording Fees                                                               | \$136.00              |
| Delivery Fees to StarTex Title Company, LLC                                  | \$60.00               |
| Electronic Download Fee to StarTex Title Company, LLC                        | \$12.00               |
| Escrow Fee to StarTex Title Company, LLC                                     | \$350.00              |
| Title Insurance to StarTex Title Company, LLC                                | \$125.00              |
| Simultaneous w/OP                                                            | \$100.00              |
| T-30 Tax del(MTP & BINDER ONL                                                | \$20.00               |
| Not yet due/payable (MTP & BIN                                               | \$5.00                |
| State of Texas Policy Guaranty Fee to StarTex Title, LLC - Guaranty Fee ONLY | \$2.00                |
| State of Texas Policy Guaranty Fee                                           | \$2.00                |
| Attorney Fees to Black Mann                                                  | \$1,000.00            |
| 2012 Property Tax Reimbursement form 12/28 thru 12/31                        | \$182.04              |
| <b>Total Charges</b>                                                         | <b>\$1,867.04</b>     |
| <b>Gross Amount Due By Purchaser</b>                                         | <b>\$2,462,294.04</b> |

## Less: Credits

|                                 |                       |
|---------------------------------|-----------------------|
| Earnest Money                   | \$16,000.00           |
| Seller Finance Note             | \$2,335,427.00        |
| <b>Total Credits</b>            | <b>\$2,351,427.00</b> |
| <b>Balance Due by Purchaser</b> | <b>\$110,867.04</b>   |

Purchaser understands the Closing or Escrow Agent has assembled this information representing the transaction from the best information available from other sources and cannot guarantee the accuracy thereof. The lender involved may be furnished a copy of this statement.

Purchaser understands that tax and insurance provisions and reserves were based on figures for the preceding year or supplied by others or estimates for the current year, and in the event of any change for current year, all necessary adjustments must be made between Purchaser and Seller direct.

The undersigned hereby authorizes StarTex Title Company, LLC to make expenditures and disbursements as shown above and approves same for payment. The undersigned also acknowledges receipt of Loan Funds, if applicable, in the amount shown above and a receipt of a copy of this Statement.

$2,460,427 \times 50\% = 1,230,214$

Printed at: 12/27/2012 (03:36 pm)

Compliments of StarTex Title Company, LLC

GFN: 1912727180

StarTex Title Company, LLC

By

Margo Chapman

Page 2

A-4

Dream Equities 7, LLC

By:

Name: BRIAN JARVIS

Title: MANAGER

**BILL OF SALE**

**THE STATE OF TEXAS**

§  
§  
§

**COUNTY OF HARRIS**

I, C. NEAL CARSON, ("CARSON"), 5090 Richmond Avenue, Ste. 300, Houston, Texas 77056, for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00) and other good and valuable consideration exchanged, and the intent to donate, contribute, transfer, and convey to the Carson Foundation ("FOUNDATION") 5090 Richmond Avenue, Ste. 300, Houston, Texas 77056, the receipt and sufficiency of the consideration exchanged which is hereby acknowledged, have Bargained, Donated, Contributed, and Delivered, and by these presents do Bargain, Donate, Contribute, and Deliver, unto the said Foundation, of the County of Harris and State of Texas, all of the following described property located in Harris County, Texas, to-wit:

**PROPERTY:**

Any and all stock and any and all partnership interests and any and all ownership interest in PRO EQUIPMENT LEASING, LTD, 4 Weatherford Oaks, Kemah, Texas 77565 owned or claimed to be owned by C. NEAL CARSON.

The donation by CARSON to the FOUNDATION shall be upon execution of this Bill of Sale. Receipt of said donation is hereby acknowledged by the FOUNDATION.

And I do hereby bind myself, my heirs, executors, administrators, and assigns to contribute and deliver the property to Donee, and warrant and defend the title to the property to Donee, their heirs, executors, administrators, and assigns, against lawful claims.

When the context requires, singular nouns and pronouns include the plural.

EXECUTED THIS 10<sup>TH</sup> day of DECEMBER, 2012.

C. Neal Carson  
C. NEAL CARSON

THE STATE OF TEXAS

§

COUNTY OF HARRIS

§

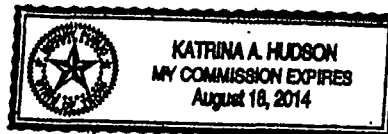
§

C. NEAL CARSON, personally appeared before me, and being first duly sworn declared that he signed this Bill of Sale in the capacity designated and further states that he has read the above Bill of Sale and the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME, an officer authorized to administer oaths, by the said C. NEAL CARSON, and officially certified to by me under my seal of office on the 10<sup>th</sup> day of DECEMBER 2012.

Katrina A. Hudson

Notary Public - State of Texas



**BILL OF SALE**

**THE STATE OF TEXAS**

§

**COUNTY OF HARRIS**

§

§

I, C. NEAL CARSON, Trustee of the C. Neal Carson Revocable Trust ("TRUST"), 5090 Richmond Avenue, Ste. 300, Houston, Texas 77056, for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00) and other good and valuable consideration to me in hand paid by C. NEAL CARSON ("CARSON"), 5090 Richmond Avenue, Ste. 300, Houston, Texas 77056, the receipt and sufficiency of the consideration exchanged which is hereby acknowledged, have Bargained, Sold, and Delivered, and by these presents do Bargain, Sell, and Deliver, unto C. NEAL CARSON, of the County of Harris and State of Texas, all of the following described property located in Harris County, Texas, to-wit:

**PROPERTY:**

Any and all stock and any and all partnership interests and any and all ownership interest in PRO EQUIPMENT LEASING, LTD, 4 Weatherford Oaks, Kemah, Texas 77565 owned or claimed to be owned by the C. NEAL CARSON REVOCABLE TRUST.

The payment by CARSON to the Trust shall be upon execution of this Bill of Sale. Receipt of said payment is hereby acknowledged by the Trust.

And I do hereby bind myself, my heirs, executors, administrators, and assigns to sell and deliver the property to Purchaser, and warrant and defend the title to the property to Purchasers, their heirs, executors, administrators, and assigns, against lawful claims.

When the context requires, singular nouns and pronouns include the plural.

EXECUTED THIS 7<sup>TH</sup> day of DECEMBER, 2012



C. NEAL CARSON, Trustee

C. NEAL CARSON REVOCABLE TRUST

THE STATE OF TEXAS

§

§

COUNTY OF HARRIS

§

C. NEAL CARSON, Trustee of the C. Neal Carson Revocable Trust personally appeared before me, and being first duly sworn declared that he signed this Bill of Sale in the capacity designated and further states that he has read the above Bill of Sale and the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME, an officer authorized to administer oaths, by the said C. NEAL CARSON, Trustee of the C. Neal Carson Revocable Trust and officially certified to by me under my seal of office on the 7<sup>TH</sup> day of DECEMBER 2012.

Katrina A. Hudson

Notary Public - State of Texas



**MINUTES OF THE SPECIAL MEETING OF  
The TRUSTEE of the C. NEAL CARSON REVOCABLE TRUST**

November 21, 2012

The Special Meeting of the Trustee of the C. Neal Carson Revocable Trust was held at its business office at 5090 Richmond Avenue, Suite 300, Houston, Texas 77056, on November 21, 2012, at 10:00 a.m., at which time and place the Trustee, C. Neal Carson representing the Trust, was present in person.

Mr. Carson waved the issuance and notice of such meeting and all formalities in its calling, and by his waiver, consented to the transaction of all business thereat.

The meeting was called to order by C. Neal Carson, as Trustee.

The Trustee then gave a general report of the business and finances of the Trust, as reflected by the financial statements of the Trust for the 2012 period. It was then discussed by the Trustee that there was a desire and intent to donate and to contribute the asset value and the asset owned by the Trust known as Pro Equipment Leasing, LTD to the Carson Foundation, so a charitable contribution deduction could be received in return for such a contribution.

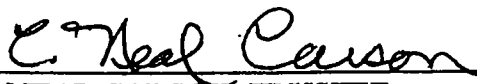
It was further discussed that such a contribution of the value of that asset would result in tax savings to the individual beneficiary but more importantly would result in a large contribution in value being made available to carry on the purposes of the Foundation, and the good works and charitable results as intended for the beneficiaries of the Foundation.

The Trustee, as a result of said discussions, then proposed that the needed actions to make such a donation should be ratified. Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the ownership by the C. Neal Carson Revocable Trust in the business known as Pro Equipment Leasing, LTD should be transferred such that the value could be used for the purpose of the Carson Foundation, and the tax liability represented by the appreciation in value of those assets could be reduced by such a contribution. Accordingly, it was:

RESOLVED that the assets of Pro Equipment Leasing, LTD as owned by the C. Neal Carson Revocable Trust would be distributed from the Trust to C. Neal Carson, individually, with it being understood that C. Neal Carson would then convey, donate, and contribute those same assets of Pro Equipment Leasing, LTD to the Carson Foundation. By so doing in this manner, the Carson Foundation would receive assets with a fair market value that had appreciated. The Trust would remove the assets as represented by the ownership in Pro Equipment Leasing, LTD from its financial statements, and C. Neal Carson as the individual would receive a contribution deduction for the fair market value of those assets as distributed from the Trust to Mr. Carson, individually, with those same assets then being contributed and donated by Mr. Carson individually to the Carson Foundation. These actions were ratified and approved in all respects by the Trustee on behalf of the Trust.

There being no further business, the Special Meeting of the Trustee of the Trust was adjourned.

  
\_\_\_\_\_  
C. NEAL CARSON, TRUSTEE  
C. NEAL CARSON REVOCABLE TRUST

C:\Data\NEAL CARSON\minutes12.wpd

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

| SOURCE                                         | AMOUNT |
|------------------------------------------------|--------|
| WELLS FARGO #1984-4617                         | 3.     |
| WELLS FARGO #1984-4626                         | 1.     |
| WELLS FARGO #1984-4640                         | 1.     |
| WELLS FARGO #1984-4661                         | 2.     |
| WELLS FARGO #4699-8830                         | 1.     |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 8.     |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| WELLS FARGO #1984-4626           | 2,690.       | 42.                        | 2,648.               |
| WELLS FARGO #1984-4640           | 3,813.       | 0.                         | 3,813.               |
| WELLS FARGO #1984-4661           | 2,580.       | 0.                         | 2,580.               |
| WELLS FARGO #1984-4669           | 391.         | 0.                         | 391.                 |
| WELLS FARGO #2972-6194           | 3,177.       | 0.                         | 3,177.               |
| WELLS FARGO #4699-8830           | 3,967.       | 82.                        | 3,885.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 16,618.      | 124.                       | 16,494.              |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                                                                       | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-----------------------------------------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PRO EQUIPMENT LEASING, LTD FINAL<br>SCHEDULE K-1 SECT. 1231 GAIN                  | 0.                          | 0.                                | 0.                            |
| PRO EQUIPMENT LEASING, LTD FINAL<br>SCHEDULE K-1 ORDINARY BUSINESS<br>INCOME/LOSS | <1,955.>                    | <1,955.>                          | <1,955.>                      |
| [SHARES DIVERSIFIED ALTERNATIVES<br>TRUST SCHEDULE K-1 INCOME (PTP)]              | 31.                         | 31.                               | 31.                           |
| TOTAL TO FORM 990-PF, PART I, LINE 11                                             | <1,924.>                    | <1,924.>                          | <1,924.>                      |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT 4                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| J. MICHAEL JOHNSON, P.C.     | 2,695.                       | 0.                                | 0.                            | 2,695.                        |
| TO FORM 990-PF, PG 1, LN 16B | 2,695.                       | 0.                                | 0.                            | 2,695.                        |

| FORM 990-PF                                           | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 5                   |
|-------------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| ADVISORY FEES EXPENSE -<br>PER WELLS FARGO STATEMENTS | 10,146.                      | 10,146.                           | 10,146.                       | 0.                            |
| ADMINISTRATIVE EXPENSE                                | 1,118.                       | 0.                                | 0.                            | 1,118.                        |
| TO FORM 990-PF, PG 1, LN 16C                          | 11,264.                      | 10,146.                           | 10,146.                       | 1,118.                        |

| FORM 990-PF                                        | TAXES                        |                                   |                               | STATEMENT 6                   |
|----------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| FOREIGN TAXES PAID - PER<br>WELLS FARGO STATEMENTS | 92.                          | 92.                               | 92.                           | 0.                            |
| TO FORM 990-PF, PG 1, LN 18                        | 92.                          | 92.                               | 92.                           | 0.                            |

| FORM 990-PF                                    | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                    | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| OTHER EXPENSES - PER WELLS<br>FARGO STATEMENTS | 6.                           | 6.                                | 6.                            | 0.                            |   |
| FEE EXPENSE - STATE OF TEXAS                   | 5.                           | 0.                                | 0.                            | 5.                            |   |
| TOTAL TO FORM 990-PF, PG 1, LN 23              | 11.                          | 6.                                | 6.                            | 5.                            |   |

| FORM 990-PF                                | CORPORATE STOCK |                      | STATEMENT | 8 |
|--------------------------------------------|-----------------|----------------------|-----------|---|
| DESCRIPTION                                | BOOK VALUE      | FAIR MARKET<br>VALUE |           |   |
| PRO EQUIPMENT LEASING LTD.                 | 0.              | 0.                   |           |   |
| ISHARES DIVERSIFIED ALTERNATIVES TRUST     | 1,595.          | 1,595.               |           |   |
| UNITED STATES NATURAL GAS FUND, LP (FINAL) | 0.              | 0.                   |           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B    | 1,595.          | 1,595.               |           |   |

| FORM 990-PF                            | OTHER INVESTMENTS   |            | STATEMENT            | 9 |
|----------------------------------------|---------------------|------------|----------------------|---|
| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |   |
| WELLS FARGO ACCOUNTS                   | COST                | 639,807.   | 868,519.             |   |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 639,807.   | 868,519.             |   |

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 10

## LENDER'S NAME AND TITLE

C. NEAL CARSON REVOCABLE TRUST

| DATE OF<br>NOTE | MATURITY<br>DATE | INTEREST<br>RATE | TERMS OF REPAYMENT |
|-----------------|------------------|------------------|--------------------|
| 11/29/12        |                  | .00%             |                    |

SECURITY PROVIDED BY BORROWER

PURPOSE OF LOAN

N/A

TO OPEN A BANK ACCOUNT

| DESCRIPTION OF CONSIDERATION | FMV OF<br>CONSIDERATION | ORIGINAL<br>LOAN AMOUNT | BALANCE DUE |
|------------------------------|-------------------------|-------------------------|-------------|
|                              | 0.                      | 50,000.                 | 50,000.     |

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B

50,000.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 11

## EXPLANATION

PER ATTORNEY GENERAL OF TEXAS WEBSITE (WWW.OAG.STATE.TX.US): UNDER TEXAS LAW, MOST CHARITIES OR NON-PROFIT ORGANIZATIONS ARE NOT REQUIRED TO REGISTER WITH THE STATE. EXCEPTIONS EXIST, HOWEVER, FOR ORGANIZATIONS THAT SOLICIT FOR LAW ENFORCEMENT, PUBLIC SAFETY OR VETERANS CAUSES. AS NO SUCH SOLICITATION EXISTS FOR THIS FOUNDATION, REGISTRATION WITH THE ATTORNEY GENERAL OF THE STATE OF TEXAS IS NOT REQUIRED.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

| NAME AND ADDRESS                                                       | TITLE AND<br>AVRG HRS/WK         | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|------------------------------------------------------------------------|----------------------------------|-------------------|---------------------------------|--------------------|
| C. NEAL CARSON<br>5090 RICHMOND AVENUE, SUITE 300<br>HOUSTON, TX 77056 | PRESIDENT<br>10.00               | 0.                | 0.                              | 0.                 |
| ALBERT WINGATE<br>3133 GRANBURY COURT<br>FYLER, TX 75703               | TREASURER/VICE PRESIDENT<br>1.00 | 0.                | 0.                              | 0.                 |
| LINDA WINGATE<br>3133 GRANBURY COURT<br>FYLER, TX 75703                | SECRETARY<br>1.00                | 0.                | 0.                              | 0.                 |
| BERT W. PLUYMEN<br>2705 BEE CAVE ROAD<br>AUSTIN, TX 78746              | VICE PRESIDENT<br>1.00           | 0.                | 0.                              | 0.                 |
| LYNN P. CHAVARRIA<br>2636 BERING DRIVE<br>HOUSTON, TX 77057            | VICE PRESIDENT<br>1.00           | 0.                | 0.                              | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                           |                                  | 0.                | 0.                              | 0.                 |

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1708

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ ►

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

|                                                                                            |                                                                                          |                                                                                               |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.                            | Enter filer's identifying number, see instructions<br>Employer Identification number (EIN) or |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)                                                                  |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                                                               |

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ ☐

| Application Is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                   | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

- The books are in the care of ► \_\_\_\_\_

Telephone No. ► \_\_\_\_\_ FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐ ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until \_\_\_\_\_, 20\_\_\_\_, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20\_\_\_\_ or

► ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

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

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

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

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

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

|                                                                                            |                                                                                          |                                         |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                       |                                         |
|                                                                                            | Name of exempt organization or other filer, see instructions.                            | Employer identification number (EIN) or |
|                                                                                            | <b>Carson Foundation</b>                                                                 | <b>76-0535539</b>                       |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)            |
|                                                                                            | <b>5090 Richmond Avenue, Suite 300</b>                                                   |                                         |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                         |
|                                                                                            | <b>Houston, Texas 77056</b>                                                              |                                         |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 4720 (individual)                   | 03          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **C. Neal Carson**

Telephone No. **713-827-1133** FAX No. **832-381-3405**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . . . . . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 13.
- 5 For calendar year 2012, or other tax year beginning                     , 20           , and ending                     , 20           .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension The information to complete the return was not received until June of 2013, and the operations of the Foundation were complex in nature for this year. The return is being filed close to July 31, 2013. In an abundance of caution, the additional extension is requested to allow for a proper review of the return prior to its execution and filing.

|                                                                                                                                                                                                                                            |           |    |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|------------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | <b>8a</b> | \$ | <b>549</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | <b>294</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                           | <b>8c</b> | \$ | <b>259</b> |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Victoria Massente Title Director of Taxation

Date 7/31/13

Form **8868**

(Rev. January 2013)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

|                                                                                     |                                                                                          |                                         |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------|
| Type or print<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or |
|                                                                                     | Carson Foundation                                                                        | 76-0535539                              |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)            |
|                                                                                     | 5090 Richmond Avenue, Suite 300                                                          |                                         |
|                                                                                     | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                         |
|                                                                                     | Houston, Texas 77056                                                                     |                                         |

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

| Application Is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                   | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

- The books are in the care of ► C. Neal Carson

Telephone No. ► 713-627-1133 FAX No. ► 832-381-3405

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . . . . . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 12 or► ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

|                                                                                                                                                                                       |    |    |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|---|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a | \$ | 0 |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0 |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c | \$ | 0 |

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat. No. 27916D

Form **8868** (Rev. 1-2013)

76-0535539

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

N/A

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

|                                                                                          |                                                                        |                                         |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------|
| Type or print<br><br>File by the due date for filing your return. See instructions       | Enter filer's identifying number, see instructions                     |                                         |
|                                                                                          | Name of exempt organization or other filer, see instructions.          | Employer identification number (EIN) or |
|                                                                                          | Number, street, and room or suite no. If a P.O. box, see instructions. | Social security number (SSN)            |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                                        |                                         |

Enter the Return code for the return that this application is for (file a separate application for each return)

☐ ☐

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 4720 (individual)                   | 03          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until \_\_\_\_\_, 20\_\_\_\_\_.
- For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

|    |                                                                                                                                                                                                                                   |    |    |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                  | 8a | \$ |
| b  | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ |
| c  | <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                    | 8c | \$ |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐Title ☐Date ☐

## CARSON FOUNDATION

## 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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                        | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | WELLS FARGO #1984-4626 | P                                                |                                      |                                  |
| b                                                                                                                                    | WELLS FARGO #1984-4626 | P                                                |                                      |                                  |
| c                                                                                                                                    | WELLS FARGO #1984-4626 | P                                                |                                      |                                  |
| d                                                                                                                                    | WELLS FARGO #1984-4640 | P                                                |                                      |                                  |
| e                                                                                                                                    | WELLS FARGO #1984-4640 | P                                                |                                      |                                  |
| f                                                                                                                                    | WELLS FARGO #1984-4640 | P                                                |                                      |                                  |
| g                                                                                                                                    | WELLS FARGO #1984-4661 | P                                                |                                      |                                  |
| h                                                                                                                                    | WELLS FARGO #1984-4661 | P                                                |                                      |                                  |
| i                                                                                                                                    | WELLS FARGO #1984-4661 | P                                                |                                      |                                  |
| j                                                                                                                                    | WELLS FARGO #1984-4661 | P                                                |                                      |                                  |
| k                                                                                                                                    | WELLS FARGO #1984-4669 | P                                                |                                      |                                  |
| l                                                                                                                                    | WELLS FARGO #2972-6194 | P                                                |                                      |                                  |
| m                                                                                                                                    | WELLS FARGO #2972-6194 | P                                                |                                      |                                  |
| n                                                                                                                                    | WELLS FARGO #2972-6194 | P                                                |                                      |                                  |
| o                                                                                                                                    | WELLS FARGO #4699-8830 | P                                                |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 147,357.                                   | 155,777.                                        | <8,420.>                                     |
| b                     | 20,112.                                    | 16,964.                                         | 3,148.                                       |
| c                     | 33,665.                                    | 22,021.                                         | 11,644.                                      |
| d                     | 114,120.                                   | 116,361.                                        | <2,241.>                                     |
| e                     | 11,730.                                    | 12,701.                                         | <971.>                                       |
| f                     | 64,886.                                    | 42,456.                                         | 22,430.                                      |
| g                     | 245,947.                                   | 245,044.                                        | 903.                                         |
| h                     | 3,561.                                     | 3,698.                                          | <137.>                                       |
| i                     | 4,620.                                     | 3,931.                                          | 689.                                         |
| j                     | 2.                                         |                                                 | 2.                                           |
| k                     | 825,730.                                   | 822,577.                                        | 3,153.                                       |
| l                     | 32,584.                                    | 36,433.                                         | <3,849.>                                     |
| m                     | 6,593.                                     | 5,220.                                          | 1,373.                                       |
| n                     | 19,535.                                    | 10,878.                                         | 8,657.                                       |
| o                     | 124,515.                                   | 127,462.                                        | <2,947.>                                     |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | ** <8,420.>                                                                                             |
| b                         |                                      |                                                 | 3,148.                                                                                                  |
| c                         |                                      |                                                 | 11,644.                                                                                                 |
| d                         |                                      |                                                 | ** <2,241.>                                                                                             |
| e                         |                                      |                                                 | <971.>                                                                                                  |
| f                         |                                      |                                                 | 22,430.                                                                                                 |
| g                         |                                      |                                                 | ** 903.                                                                                                 |
| h                         |                                      |                                                 | ** <137.>                                                                                               |
| i                         |                                      |                                                 | 689.                                                                                                    |
| j                         |                                      |                                                 | 2.                                                                                                      |
| k                         |                                      |                                                 | ** 3,153.                                                                                               |
| l                         |                                      |                                                 | ** <3,849.>                                                                                             |
| m                         |                                      |                                                 | 1,373.                                                                                                  |
| n                         |                                      |                                                 | 8,657.                                                                                                  |
| o                         |                                      |                                                 | ** <2,947.>                                                                                             |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

CARSON FOUNDATION

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                         | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | WELLS FARGO #4699-8830  | P                                                |                                      |                                  |
| b                                                                                                                                    | WELLS FARGO #4699-8830  | P                                                |                                      |                                  |
| c                                                                                                                                    | WELLS FARGO #4699-8830  | P                                                |                                      |                                  |
| d                                                                                                                                    | WELLS FARGO #4699-8830  | P                                                |                                      |                                  |
| e                                                                                                                                    | WELLS FARGO #1984-4661  | P                                                |                                      |                                  |
| f                                                                                                                                    | CAPITAL GAINS DIVIDENDS |                                                  |                                      |                                  |
| g                                                                                                                                    |                         |                                                  |                                      |                                  |
| h                                                                                                                                    |                         |                                                  |                                      |                                  |
| i                                                                                                                                    |                         |                                                  |                                      |                                  |
| j                                                                                                                                    |                         |                                                  |                                      |                                  |
| k                                                                                                                                    |                         |                                                  |                                      |                                  |
| l                                                                                                                                    |                         |                                                  |                                      |                                  |
| m                                                                                                                                    |                         |                                                  |                                      |                                  |
| n                                                                                                                                    |                         |                                                  |                                      |                                  |
| o                                                                                                                                    |                         |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 348.                |                                            | 355.                                            | <7.>                                         |
| b 18,316.             |                                            | 17,623.                                         | 693.                                         |
| c 35,532.             |                                            | 22,034.                                         | 13,498.                                      |
| d 34.                 |                                            |                                                 | 34.                                          |
| e 20,960.             |                                            | 18,171.                                         | 2,789.                                       |
| f 124.                |                                            |                                                 | 124.                                         |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | ** <7.>                                                                                                 |
| b                         |                                      |                                                 | 693.                                                                                                    |
| c                         |                                      |                                                 | 13,498.                                                                                                 |
| d                         |                                      |                                                 | 34.                                                                                                     |
| e                         |                                      |                                                 | 2,789.                                                                                                  |
| f                         |                                      |                                                 | 124.                                                                                                    |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                     |   |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 50,565.   |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | <13,545.> |