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Form **990-PF**

# Return of Private Foundation

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

UD CARSON FAM CHARITABLE TRUST

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

BANK OF AMERICA N.A. PO BOX 1802

City or town, state or province, country, and ZIP or foreign postal code

PROVIDENCE, RI 02901-1802

A Employer identification number

13-6957038

B Telephone number (see instructions)

888-866-3275

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 ☐

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) \$

57,222,387.

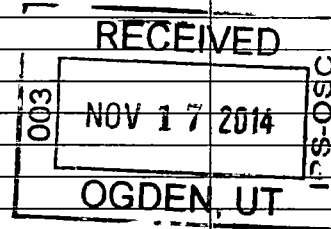
J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) \_\_\_\_\_

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	78,492,459.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	158,135.	158,135.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,395,686.			
b Gross sales price for all assets on line 6a	26,820,091.			
7 Capital gain net income (from Part IV, line 2)		14,395,686.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	405,356.	2,383,879.		STMT 2
12 Total. Add lines 1 through 11	93,451,636.	16,937,700.		
13 Compensation of officers, directors, trustees, etc.	8,000.	4,800.		3,200.
14 Other employee salaries and wages	159,345.	NONE	NONE	159,345.
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	66,562.	32,550.		34,012.
17 Interest				
18 Taxes (attach schedule) (see instructions)	3,458.	3,358.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	263.	18,609.		263.
24 Total operating and administrative expenses. Add lines 13 through 23	237,628.	59,317.	NONE	196,820.
25 Contributions, gifts, grants paid	21,966,668.			21,966,668.
26 Total expenses and disbursements. Add lines 24 and 25	22,204,296.	59,317.	NONE	22,163,488.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	71,247,340.			
b Net investment income (if negative, enter -0-)		16,878,383.		
c Adjusted net income (if negative, enter -0-)				



NOV 19 2014

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	2,954,168.	16,728,445.	16,728,445.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) . . . . .		17,000,000.	18,201,348.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	551,240.	551,240.	22,292,594.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	3,505,408.	34,279,685.	57,222,387.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule) . . . .			
	22	Other liabilities (describe ▶) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	3,505,408.	34,279,685.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,505,408.	34,279,685.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,505,408.	34,279,685.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	3,505,408.
2	Enter amount from Part I, line 27a . . . . .	2	71,247,340.
3	Other increases not included in line 2 (itemize) ▶ TYE INCOME ADJ	3	83.
4	Add lines 1, 2, and 3 . . . . .	4	74,752,831.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	40,473,146.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	34,279,685.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 26,820,091.		12,424,405.	14,395,686.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			14,395,686.		
b					
c					
d					
e					
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	14,395,686.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	18,854,919.	7,537,711.	2.501412
2011	21,867,711.	17,864,858.	1.224063
2010	24,839,576.	92,871,820.	0.267461
2009	28,034,739.	13,940,578.	2.011017
2008	32,179,483.	24,181,808.	1.330731
2 Total of line 1, column (d)			2 7.334684
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.466937
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 43,820,200.
5 Multiply line 4 by line 3			5 64,281,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 168,784.
7 Add lines 5 and 6			7 64,450,257.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 22,163,488.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	337,568.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	337,568.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	337,568.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	23,092.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	453,092.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	476,184.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	138,616.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 138,616. Refunded <input 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 the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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. . . . . STMT 8		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ U.S. TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275			
Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
16	At any time during calendar year 2013, 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 ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		8,000.		

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

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

**Total** number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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**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>	29,147,994.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	15,339,519.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	44,487,513.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	44,487,513.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	667,313.
<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>	43,820,200.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,191,010.

**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>	2,191,010.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	337,568.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	337,568.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,853,442.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,853,442.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,853,442.

**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>	22,163,488.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	22,163,488.
<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 (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	22,163,488.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				1,853,442.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 22,163,488.				
<b>a</b> Applied to 2012, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				1,853,442.
<b>e</b> Remaining amount distributed out of corpus . .	20,310,046.			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,310,046.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	20,310,046.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . .	NONE			
<b>b</b> Excess from 2010 . . .	NONE			
<b>c</b> Excess from 2011 . . .	NONE			
<b>d</b> Excess from 2012 . . .	NONE			
<b>e</b> Excess from 2013 . . .	20,310,046.			

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

RUSSELL L CARSON

JUDITH M CARSON

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

N/A

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT	N/A	PC	UNRESTRICTED GENERAL SUPPORT	21,966,668.
<b>Total</b> . . . . .			<b>3a</b>	21,966,668.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated.

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

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

20



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

OMB No. 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization

Employer identification number

UD CARSON FAM CHARITABLE TRUST

13-6957038

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

## Name of organization

UD CARSON FAM CHARITABLE TRUST

## Employer identification number

13-6957038

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RUSSELL CARSON 114 WEST 47TH ST. NEW YORK, NY 10036	\$ 78,492,459.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



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

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

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

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

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

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

- The books are in the care of **U.S. TRUST FIDUCIARY TAX SERVICES**  
Telephone No. **(888) 866-3275** Fax No. **800-977-0692**
- 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 **11/15, 2014**.
- For calendar year **2013**, 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 **ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN**

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$	<b>453,092.</b>
<b>b</b> If this application is for Forms 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>453,092.</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>—</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 **KAREN J. KISER** Title **SVP, TAX** Date **7/23/14**

Form 8868 (Rev. 1-2014)

Form **8868**

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

OMB No 1545-1709

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

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

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

Name of exempt organization or other filer, see instructions

UD CARSON FAM CHARITABLE TRUST

Employer identification number (EIN) or

13-6957038

Number, street, and room or suite no. If a P O box, see instructions

BANK OF AMERICA N.A. PO BOX 1802

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions

PROVIDENCE, RI 02901-1802

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ► U.S. TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275FAX No ► 800-977-0692

- 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 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 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 \$	453,092.
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 \$	23,092.
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 \$	430,000.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) 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.

Form **8868** (Rev. 1-2014)

JSA

3F8054 2 000

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2 E

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	9,584.	9,584.
DOMESTIC DIVIDENDS	126,379.	126,379.
OTHER INTEREST	30.	30.
NONQUALIFIED DOMESTIC DIVIDENDS	22,142.	22,142.
	-----	-----
TOTAL	158,135.	158,135.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	24,060.	24,060.
EXCISE TAX REFUND	381,296.	
PARTNERSHIP INCOME		2,359,819.
	-----	-----
TOTALS	405,356.	2,383,879.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY MGMT FEES - BOA	22,260.	22,260.	
PBG MGMT FEES - BOA	10,290.	10,290.	
GRANTMAKING FEES - BOA	34,012.		34,012.
	-----	-----	-----
TOTALS	66,562.	32,550.	34,012.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX - PRIOR YEAR	100.	
FOREIGN TAXES ON QUALIFIED FOR	3,358.	3,358.
TOTALS	3,458.	3,358.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	250.		250.
OTHER CHARITABLE EXPENSES	13.		13.
PARTNERSHIP EXPENSES		18,609.	
TOTALS	----- 263. =====	----- 18,609. =====	----- 263. =====

## UD CARSON FAM CHARITABLE TRUST

13-6957038

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
99C047992 LANDMARK SECONDARY P	C	226,240.	34,275.
99C048008 ACCOLADE PARTNERS LP	C	325,000.	378,635.
99Z485825 WCAS X CO-INVESTORS	C	-----	21,879,684.
TOTALS		551,240.	22,292,594.
		=====	=====



FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

ROUNDING

14.

TAX TO MARKET ADJ

40,473,132.

TOTAL

-----  
40,473,146.

=====

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

-----

RUSSELL CARSON  
114 WEST 47TH ST.  
NEW YORK, NY 10036

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EDWARD S CARSON

ADDRESS:

114 WEST 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION ..... 8,000.

OFFICER NAME:

RUSSELL CARSON

ADDRESS:

114 WEST 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:

JUDITH CARSON

ADDRESS:

114 WEST 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

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

=====

OFFICER NAME:

CECILY CARSON

ADDRESS:

114 WEST 47TH ST

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

8,000.

=====

## FEDERAL FOOTNOTES

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

Posting Date	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
1/15/2013	PEER HEALTH EXCHANGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (125,000.00)
2/14/2013	RELAY SCHOOL OF EDUCATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
2/14/2013	AMERICAN MUSEUM OF NATURAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
2/14/2013	BETTY FORD CENTER AT EISENHOWER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
2/15/2013	NEW YORK GENOME CENTER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000.00)
2/15/2013	KIPP NEW YORK, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (833,335.00)
3/1/2013	RED HOOK INITIATIVE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
3/20/2013	NEW YORK STEM CELL FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (150,000.00)
3/20/2013	PHILHARMONIC - SYMPHONY SOCIETY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
3/20/2013	TEACH FOR AMERICA	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
3/20/2013	NATIONAL CENTER ON ADDICTION AND	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
3/20/2013	INTERNATIONAL RESCUE COMMITTEE,	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
3/20/2013	HARLEM CHILDREN'S ZONE, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
3/20/2013	LINCOLN CENTER FOR THE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
3/20/2013	HAZELDEN FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
3/20/2013	CARY INSTITUTE OF ECOSYSTEM	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000.00)
4/4/2013	CRISTO REY NEW YORK HIGH SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (70,000.00)
4/12/2013	THE BERKSHIRE TACONIC COMMUNITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (130,000.00)
4/23/2013	NATIONAL ACADEMY OF SCIENCES	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
5/6/2013	THE ENDOWMENT FOR INNER-CITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000.00)
5/6/2013	METROPOLITAN MUSEUM OF ART	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
5/6/2013	GODDARD RIVERSIDE COMMUNITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (175,000.00)
5/6/2013	UPWARDLY GLOBAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (125,000.00)
5/20/2013	NATIONAL FOUNDATION FOR TEACHING	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
5/20/2013	CLASSROOM, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
5/20/2013	EDUCATORS FOR EXCELLENCE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (75,000.00)
5/20/2013	ACHIEVEMENT FIRST, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
6/5/2013	AMERICAN SKIN ASSOCIATION, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (75,000.00)
6/5/2013	TURNAROUND FOR CHILDREN, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
6/5/2013	UNCOMMON SCHOOLS, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000.00)
6/5/2013	ROBIN HOOD FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
6/5/2013	THE NEW YORK CITY CENTER FOR	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000.00)
6/11/2013	NEW YORK PUBLIC RADIO	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
6/11/2013	NOTRE DAME SCHOOL OF MANHATTAN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
6/11/2013	NEW-YORK HISTORICAL SOCIETY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
6/11/2013	NEW YORK PUBLIC LIBRARY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
6/11/2013	CORNELL UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
6/11/2013	NEIGHBORHOOD COALITION FOR	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (150,000.00)
6/14/2013	COLUMBIA BUSINESS SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (350,000.00)
6/21/2013	FRIENDS OF BRONX CHARTER SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
6/25/2013	STUDENT SPONSOR PARTNERSHIP, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
6/25/2013	ROBERT A TOIGO FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
7/2/2013	SPORTS HUMANITARIAN GROUP DBA	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
7/8/2013	HARVARD UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
7/22/2013	READWORKS, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
7/22/2013	FUND FOR THE CITY OF NEW YORK	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000.00)
7/24/2013	CENTRAL PARK CONSERVANCY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000.00)
7/24/2013	CRISTO REY BROOKLYN HIGH SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
8/12/2013	KESSLER FOUNDATION, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
8/12/2013	MEMORIAL SLOAN-KETTERING CANCER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000.00)
8/12/2013	ST LUKE'S-ROOSEVELT HOSPITAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000.00)
8/12/2013	COMMUNITY FOR EDUCATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000.00)
8/16/2013	NEW YORK GENOME CENTER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000.00)
8/16/2013	EXALT YOUTH	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
8/16/2013	PUBLIC PREPARATORY NETWORK INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)
8/16/2013	COMMON GROUND COMMUNITY HDFC INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000.00)
8/16/2013	MANHATTAN INSTITUTE FOR POLICY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000.00)

9/13/2013	AFTER-SCHOOL CORPORATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000 00)
9/28/2013	SPONSORS FOR EDUCATIONAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000 00)
9/28/2013	NEW YORK STEM CELL FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (83,333 00)
9/27/2013	AMERICAN ENTERPRISE INSTITUTE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
10/7/2013	CREDIT WHERE CREDIT IS DUE, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
10/7/2013	VASSAR BROTHERS MEDICAL CENTER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
10/7/2013	METROPOLITAN OPERA ASSOCIATION,	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000 00)
10/7/2013	COLD SPRING HARBOR LABORATORY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000 00)
10/30/2013	NEW-YORK HISTORICAL SOCIETY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000 00)
11/13/2013	TEACHING MATTERS, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
11/13/2013	AMERICA NEEDS YOU	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
11/21/2013	TRUSTEES OF DARTMOUTH COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (200,000 00)
11/27/2013	FRIENDS OF THE CHILDREN NEW YORK	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
11/29/2013	KENYON COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
11/29/2013	MUSEUM OF ARTS AND DESIGN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000 00)
11/29/2013	MELANOMA RESEARCH ALLIANCE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (75,000 00)
11/29/2013	GOVERNORS ISLAND CORPORATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000 00)
11/29/2013	CITIZEN SCHOOLS, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/10/2013	MATH FOR AMERICA, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (250,000 00)
12/10/2013	ROCKEFELLER UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000 00)
12/10/2013	THE CHILDREN'S HEALTH FUND	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000 00)
12/10/2013	NATIONAL COLLEGE ADVISING CORPS	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/10/2013	NEW YORK AND PRESBYTERIAN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,000,000 00)
12/19/2013	ROCKEFELLER UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (500,000 00)
12/27/2013	THE MATCH SCHOOL FOUNDATION, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/27/2013	ROCKEFELLER UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	NEW YORK PUBLIC RADIO	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	NEW YORK AND PRESBYTERIAN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	MUSEUM OF ARTS AND DESIGN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	METROPOLITAN MUSEUM OF ART	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	MARYMOUNT MANHATTAN COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	TRUSTEES OF DARTMOUTH COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (100,000 00)
12/27/2013	ST JOHN'S BREAD AND LIFE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/27/2013	PLANNED PARENTHOOD OF NEW YORK	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000 00)
12/27/2013	THE PARTNERSHIP FOR INNER-CITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/27/2013	NATIONAL PSORIASIS FOUNDATION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (5,000 00)
12/27/2013	LITTLE SISTERS OF THE ASSUMPTION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000 00)
12/27/2013	KENYON COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000 00)
12/27/2013	EXODUS SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000 00)
12/27/2013	DUTCHESS LAND CONSERVANCY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000 00)
12/27/2013	TRUSTEES OF COLUMBIA UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/27/2013	CONVENT OF THE SACRED HEART	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000 00)
12/27/2013	COLLEGIATE SCHOOL, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (5,000 00)
12/27/2013	CENTRAL PARK CONSERVANCY, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (50,000 00)
12/27/2013	ASSOCIATION TO BENEFIT CHILDREN	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (10,000 00)
12/27/2013	AMERICAN RED CROSS IN GREATER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (25,000 00)
					\$ (21,966,688 00)