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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation CARNEY FAMILY FOUNDATION		A Employer identification number 36-4346222
Number and street (or P O box number if mail is not delivered to street address) 10 SOUTH RIVERSIDE PLAZA		B Telephone number (see instructions) (312) 930-9480
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 999,860		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> <input checked="" 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.	22,663	22,663	22,663	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	71,385			
	b Gross sales price for all assets on line 6a 182,623				
	7 Capital gain net income (from Part IV, line 2)		71,385		
	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)	116,432	108,929			
12 Total. Add lines 1 through 11	210,480	202,977	22,663		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,062	5,362		
	c Other professional fees (attach schedule)				
	17 Interest	284	284		
	18 Taxes (attach schedule) (see instructions)	3,600			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35			35
	24 Total operating and administrative expenses.	15,981	5,646		35
Add lines 13 through 23					
25 Contributions, gifts, grants paid.	146,798			146,798	
26 Total expenses and disbursements. Add lines 24 and 25	162,779	5,646		146,833	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	47,701				
b Net investment income (if negative, enter -0-)		197,331			
c Adjusted net income (if negative, enter -0-)			22,663		

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		7,877	8,945	8,943
2	Savings and temporary cash investments				
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)			200	
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	20,710	171,800	829,597	
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)		-16,668	-18,977	161,320
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		11,919	161,968	999,860
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg , and equipment fund				
	Retained earnings, accumulated income, endowment, or other funds		11,919	161,968	
30	Total net assets or fund balances (see page 17 of the instructions)		11,919	161,968	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		11,919	161,968	
			11,919	161,968	

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	11,919
2	Enter amount from Part I, line 27a	2	47,701
3	Other increases not included in line 2 (itemize) ►	3	102,348
4	Add lines 1, 2, and 3	4	161,968
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	161,968

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	40,775	999,382	0 04080
2011	40,765	926,550	0 04400
2010	53,212	825,125	0 06449
2009	82,055	715,169	0 11474
2008	170,477	927,752	0 18375
2 Total of line 1, column (d).			2 0 44778
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 08956
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 1,007,684
5 Multiply line 4 by line 3.			5 90,241
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,973
7 Add lines 5 and 6.			7 92,216
8 Enter qualifying distributions from Part XII, line 4.			8 146,833

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,973
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,973
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,973
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,773
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	3,773
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1
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	1,799
11	Enter the amount of line 10 to be Credited to 2014 estimated tax	11	1,799 Refunded

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?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14 The books are in care of ► EDWARD O CARNEY Telephone no ► (312) 930-9480
 Located at ► 10 S RIVERSIDE PLAZA 1470 CHICAGO IL ZIP +4 ► 60606

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? Yes No
 See 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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	<i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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)

List of officers, directors, trustees, fundacion 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
PETER R CARNEY 10 S RIVERSIDE PLAZA 1470 CHICAGO, IL 60606	PRES/TRS/DIR 0 00	0		
MARINA G CARNEY 10 S RIVERSIDE PLAZA 1470 CHICAGO, IL 60606	VP/SEC/DIR 0 00	0		
EDWARD O CARNEY 10 S RIVERSIDE PLAZA 1470 CHICAGO, IL 60606	DIRECTOR 0 00	0		

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,006,804
b	Average of monthly cash balances.	1b	16,225
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,023,029
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,023,029
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	15,345
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,007,684
6	Minimum investment return. Enter 5% of line 5.	6	50,384

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	50,384
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,973
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,973
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	48,411
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	48,411
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	48,411

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	146,833
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	146,833
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	1,973
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		144,860

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
1 Distributable amount for 2013 from Part XI, line 7				48,411
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	126,451			
b From 2009.	47,507			
c From 2010.	12,520			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	186,478			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 146,833				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				48,411
e Remaining amount distributed out of corpus	98,422			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	284,900			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	126,451			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	158,449			
10 Analysis of line 9				
a Excess from 2009.	47,507			
b Excess from 2010.	12,520			
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	98,422			

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

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.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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 organization 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))

PETER R CARNEY

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	146,798
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			1	22,663	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	71,385	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a KMP K-1 ORD GAIN ON SALE					
b KMP K-1 ORDINARY INCOME			14	108,929	
c KMP K-1 ROYALTY INCOME			14	7,596	
d KMP K-1 SEC 1231			15	298	
e _____			14	-391	
12 Subtotal Add columns (b), (d), and (e).					
13 Total Add line 12, columns (b), (d), and (e).					210,480
					210,480

(See worksheet in line 13 instructions to verify calculations)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

* * * * *

2014-05-27

* * * * *

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

Paid Preparer Use Only	R CRAIG LOFGREN CPA			employed <input checked="" type="checkbox"/>	P01232295
	Firm's name ► CARNEY MANAGEMENT LLC			Firm's EIN <input type="checkbox"/>	
	Firm's address ► 10 S RIVERSIDE PLAZA 1470 CHICAGO, IL 60606			Phone no (312) 930-9480	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AUSL 3400 N AUSTIN AVE CHICAGO, IL 60634			NEW TEACHER TRAINING	100
ALLENDALE ASSOCIATION PO BOX 1088 LAKE VILLA, IL 60046			ASSISTANCE IN MENTAL HEALTH ISSUES	100
AMERICAN CANCER SOCIETY 225 N MICHIGAN AVE 1200 CHICAGO, IL 60601			CANCER RESEARCH	300
AMERICAN HEART ASSOCIATION 208 S LASALLE ST SUITE 1500 CHICAGO, IL 60604			HEART DISEASE RESEARCH	200
AMERICAN RED CROSS 2200 W HARRISON ST CHICAGO, IL 60612			DISASTER RELIEF	2,100
BOULDER CREST RETREAT PO BOX 117 BLUERMONT, VA 20135			ASSISTANCE AND REHAB FOR WOUNDED VETERANS	500
BOYS GIRLS CLUBS INDIAN RIVER COUNT 1729 17TH AVENUE VERO BEACH, FL 32960			AFTER SCHOOL AND SUMMER PROGRAMS	200
CANTERBURY SCHOOL 101 ASPETUCK AVE NEW MILFORD, CT 06776			EDUCATION ENHANCEMENT AND SUPPORT	1,000
CATHOLIC CHARITIES 721 N LASALLE ST CHICAGO, IL 60654			RELIGIOUS & EDUCATIONAL SUPPORT	1,750
CATHOLIC EXTENSION 150 S WACKER DRIVE 2000 CHICAGO, IL 60606			CAPITAL IMPROVEMENTS AND EDUCATION	1,000
CATHOLIC THEOLOGICAL UNION 5401 S CORNELL AVE CHICAGO, IL 60615			MISSION AND EDUCATIONAL SUPPORT	1,000
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022			AGRICULTURAL AND PLANT PROGRAMS	300
CHICAGO FOUNDATION FOR EDUCATION ONE N LASALLE ST SUITE 1675 CHICAGO, IL 60602			DEVELOPMENT OF CPS TEACHERS	200
CHICAGO JESUIT ACADEMY 5058 W JACKSON BLVD CHICAGO, IL 60644			SUPPORT OF EDUCATIONAL ENDEAVORS	200
DOCTORS WITHOUT BORDERS USA PO BOX 5023 HAGERSTOWN, MD 21741			HEALTHCARE TO DISADVANTAGED	100
Total			► 3a	146,798

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ELAWA FARM FOUNDATION 1401 MIDDLEFORK DRIVE LAKE FOREST, IL 60045			LANDSCAPE AND HISTORICAL PRESERVATION	500
FIELD MUSEUM THE 1400 S LAKE SHORE DRIVE CHICAGO, IL 60605			MUSEUM PROGRAMS AND EXHIBITS	2,500
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVENUE VERO BEACH, FL 32967			SUPPORT YOUTH ACTIVITIES AFTER SCHOOL PROGRAM AND EDUCATION	200
GEORGETOWN VISITATION 1524 35TH STREET NW WASHINGTON, DC 20007			RELIGIOUS EDUCATION AND CO-CURRICULAR OPPORTUNITIES	2,500
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093			EDUCATION AND SUPPORT FOR THE BLIND	750
HARVEST FOOD OUTREACH CENTER 1360 28TH STREET VERO BEACH, FL 32960			FEEDING THE HOMELESS AND HUNGRY	350
HORIZON HOSPICE PALLIATIVE CARE 833 WEST CHICAGO AVE CHICAGO, IL 60642			HEALTHCARE AND EDUCATIONAL PROGRAMS	500
INDIAN RIVER LAND TRUST 80 ROYAL PALM POINTE SUITE 301 VERO BEACH, FL 32960			CONSERVATION ISSUES AND HABITAT PROTECTION	1,100
INDIAN RIVER MEDICAL CENTER FNDTN 1000 37TH PLACE SUITE 101 VERO BEACH, FL 32960			MEDICAL CARE AND CAPITAL NEEDS	2,500
JOHN'S ISLAND COMMUNITY SERVICE LEA 2801 OCEAN DRIVE SUITE 301A VERO BEACH, FL 32963			ASSISTANCE TO THE NEEDY	1,000
JOHN'S ISLAND FOUNDATION 6001 HIGHWAY A-1-A PMB 8323 INDIAN RIVER SHORES, FL 32963			CAPITAL EXPENDITURE SUPPORT	1,000
KOMEN FOR THE CURE PO BOX 96216 WASHINGTON, DC 20090			BREAST CANCER RESEARCH	700
LAKE FOREST ACADEMY 1500 W KENNEDY ROAD LAKE FOREST, IL 60045			PURSUIT OF EDUCATIONAL EXCELLENCE	1,000
LAKE FOREST LAKE BLUFF HISTORICAL S 361 E WESTMINSTER LAKE FOREST, IL 60045			HISTORIC PRESERVATION	100
LAKE FOREST OPEN LANDS 350 N WAUKEGAN ROAD LAKE FOREST, IL 60045			CONSERVATION AND LAND RESTORATION	1,150
Total			► 3a	146,798

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LAKE FOREST PRESERVATION FOUNDATION 400 E ILLINOIS ROAD LAKE FOREST, IL 60045			PRESERVATION OF HISTORIC LANDMARKS	200
LEARNING ALLIANCE THE PO BOX 643968 VERO BEACH, FL 32964			SOLVING LITERACY ISSUES	200
MCKEE BOTANICAL GARDEN 350 US HIGHWAY 1 VERO BEACH, FL 32962			GARDEN PRESERVATION SUPPORT	500
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON, DC 20005			PRESERVATION AND IMPROVEMENT TO NATIONAL PARKS	200
NATIONAL PARKS CONSERVATION ASSN 777 6TH STREET NW SUITE 700 WASHINGTON, DC 20001			CONSERVATION AND PRESERVATION PROGRAMS	100
OLD VERO ICE AGE SITES COMMITTEE PO BOX 351 VERO BEACH, FL 32961			ARCHAEOLOGICAL SITE PRESERVATION	1,000
OPENLANDS 25 E WASHINGTON ST STE 1650 CHICAGO, IL 60602			ENVIRONMENTAL AWARENESS PROGRAMS	100
PADS CRISIS SERVICES PO BOX 428 NORTH CHICAGO, IL 60064			COMMUNITY SHELTER AND FOOD PROGRAM	200
PRINCETON UNIVERSITY PO BOX 5357 PRINCETON, NJ 08543			EDUCATION ENHANCEMENT AND SUPPORT	100
ST MARY OF THE WOODS COLLEGE 1 ST MARY OF THE WOODS COLLEGE ST MARY OF THE WOOD, IN 47876			SCHOLARSHIP PROGRAM	100
ST STEPHENS INDIAN MISSION FOUNDATI PO BOX 278 ST STEPHENS, WY 82524			TRIBAL ASSISTANCE	100
CRISTO REY ST MARTIN COLLEGE PREP 501 S MARTIN LUTHER KING JR AVE WAUKEGAN, IL 60085			EDUCATION ENHANCEMENT AND WORKPLACE TRAINING	200
SALVATION ARMY THE 5040 N PULASKI ROAD CHICAGO, IL 60630			FOOD AND SHELTER SUPPORT	200
SISTERS OF PROVIDENCE 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47876			HOPE AND HEALING PROGRAMS	200
TROUT UNLIMITED PO BOX 7400 WOOLLY BUGGER, WV 25438			STREAM RESTORATION	100
Total			► 3a	146,798

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
USO PO BOX 96860 WASHINGTON, DC 20077			TROOP SUPPORT	200
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DRIVE VERO BEACH, FL 32963			MUSEUM EXHIBITS AND PROGRAMS	1,500
WOODLANDS ACADEMY 760 E WESTLEIGH ROAD LAKE FOREST, IL 60045			RELIGIOUS EDUCATION	500
YELLOWSTONE PARK FOUNDATION 222 E MAIN ST SUITE 301 BOZEMAN, MT 59715			PARK EDUCATION AND HISTORICAL PRESERVATION	300
FEED THE CHILDREN PO BOX 36 OKLAHOMA CITY, OK 73101			FIGHT AGAINST HUNGER	200
Cato Institute 1000 Massachusetts Ave NW Washington, DC 20077			PUBLIC POLICY RESEARCH	200
CFACT PO Box 430 Abingdon, MD 21009			PROMOTE POSITIVE VOICE ON ENVIRONMENT AND DEVELOPMENT ISSUES	100
FINCA PO BOX 98048 WASHINGTON, DC 20090			ENSURE PEOPLE WITH LOW INCOME ACCESS TO LOANS, SAVINGS, AND INSURANCE	200
HIBISCUS CHILDREN'S FOUNDATION 1280 OLDE DOUBLOON DRIVE VERO BEACH, FL 32963			PROVIDE SAFETY FOR ABUSED, ABANDONED, AND NEGLECTED CHILDREN THROUGH PREVENTION PROGRAMS, RESIDENTIAL PROGRAMS, SHELTER PROGRAMS AND RECOVERY PROGRAMS	500
SAINT PATRICK CHURCH 991 S WAUKEGAN ROAD LAKE FOREST, IL 60045			SPIRITUAL MISSION	1,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20077			RESEARCH AND EDUCATION INSTITUTION TO FORMULATE AND PROMOTE CONSERVATIVE PUBLIC POLICIES BASED ON PRINCIPLES OF FREE ENTERPRISE, LIMITED GOVERNMENT, INDIVIDUAL FREEDOM, TRADITIONAL AMERICAN VALUES AND A STRONG NATIONAL DEFENSE	100
INDIAN RIVER SYMPHONIC ASSOCIATION PO BOX 2801 VERO BEACH, FL 32961			TO PROVIDE SYMPHONIC CONCERTS AND MUSIC SCHOLARSHIPS	1,000
IRMC AUXILIARY TREE OF LIGHTS 1000 36TH STREET VERO BEACH, FL 32960			TO PROVIDE EQUIPMENT FOR WOMEN'S HEALTH CARE UNIT	200
MCKINLOCK POST FOUNDATION PO BOX 264 LAKE FOREST, IL 60045			EDUCATIONAL SCHOLARSHIPS AND AID	100
MIDWEST PALLIATIVE HOSPICE CARE CEN 2050 CLAIRE COURT GLENVIEW, IL 60025			TO PROVIDE HOSPICE AND PALLIATIVE CARE	250
Total			► 3a	146,798

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MUSEUM OF SCIENCE AND INDUSTRY 5700 S LAKE SHORE DR CHICAGO, IL 60637			EDUCATE, INSPIRE, AND MOTIVATE ACHIEVEMENT IN SCIENCE, TECHNOLOGY, MEDICINE, AND ENGINEERING	3,000
NORTHWESTERN LAKE FOREST HOSPITAL 60 WESTMORELAND LAKE FOREST, IL 60045			TO PROVIDE HIGH QUALITY HEALTHCARE	5,000
UNITED WAY OF INDIAN RIVER COUNTY PO BOX 1960 VERO BEACH, FL 32961			TO IMPROVE LIVES BY MOBILIZING COMMUNITY CARING POWER TOWARD COMPREHENSIVE HEALTH AND HUMAN SERVICES	500
VNA HOSPICE FOUNDATION 1110 35TH LANE VERO BEACH, FL 32960			TO PROVIDE HOSPICE CARE	100
WOMEN'S BOARD OF LAKE FOREST HOSPITAL 60 WESTMORELAND LAKE FOREST, IL 60045			TO PROVIDE HIGH QUALITY HEALTHCARE	1,000
WTW11 PO BOX 806336 CHICAGO, IL 60680			TO CREATE AND PRESENT UNIQUE TELEVISION AND DIGITAL MEDIA TO THE PUBLIC	100
LAKE FOREST PARK DISTRICT - FOREST PARK PROJECT LAKE FOREST, IL 60045			TO IMPROVE THE CITY OF LAKE FOREST'S LAKE FRONT PARK	102,348
Total			► 3a	146,798

TY 2013 Accounting Fees Schedule

Name: CARNEY FAMILY FOUNDATION

EIN: 36-4346222

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	12,062	5,362	0	0

TY 2013 General Explanation Attachment

Name: CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 13000170**Software Version:** 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	THE TAXPAYER HAS AN INVESTMENT IN KINDER MORGAN ENERGY PARTNERS A PUBLICLY TRADED PARTNERSHIP (FEN 76-0380342 AND TAX SHELTER REGISTRATION NUMBER 92289000496) THE PARTNERSHIP PROVIDED A K-1 TO THE FOUNDATION WITH THE FOLLOWING INFORMATION ORDINARY INCOME(LOSS) 10,835 REPORTED AS OTHER INCOME ON FORM 990PF INTANGIBLE DRILLING COSTS (3,150) REPORTED AS OTHER INCOME ON FORM 990PF NON-DEDUCTIBLE EXP (48) REPORTED AS OTHER INCOME ON FORM 990PF OTHER CREDITS - FOREIGN TAXES (41) REPORTED AS OTHER INCOME ON FORM 990PF ----- OTHER INCOME 990PF 7,596 REPORTED AS OTHER INCOME ON FORM 990PF PAGE 1 PART 1 LINE 11 OTHER INCOME 990PF 298 REPORTED AS OTHER INCOME ON FORM 990PF PAGE 1 PART 1 LINE 11 OTHER INCOME 990PF SEC 1231 (LOSS) (391) REPORTED AS OTHER INCOME ON FORM 990PF PAGE 1 PART 1 LINE 11 DIVIDEND INCOME 330 REPORTED AS DIVIDEND INCOME ON FORM 990PF PORTFOLIO INTEREST 282 REPORTED AS INTEREST INCOME ON FORM 990PF INVESTMENT INTEREST (EXP) (284) REPORTED AS INTEREST EXPENSE ON FORM 90PF ----- K-1 CURRENT YEARS INCREASES 7,831 ORDINARY GAIN (LOSS) ON SALE OF KMP UNITS 108,929 REPORTED AS OTHER INCOME ON FORM 990PF PAGE 1 PART 1 LINE 11UNRELATED BUSINESS TAXABLE INCOME (LOSS) 7,686 REPORTED AS UBTI ON PART 1 LINE 5 OF FORM 990-T SEE STATEMENT 1DISTRIBUTIONS FROM THIS PARTNERSHIP IN EXCESS OF BASIS AND TREATED AS SALE ON FORM 990PF PART IV

TY 2013 Investments Corporate Stock Schedule

Name: CARNEY FAMILY FOUNDATION

EIN: 36-4346222

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BP AMOCO 4224 SHARES	3,933	205,329
EXXON/MOBIL 1400 SHARES	15,819	141,680
MERCK CORPORATION 2800 SHS	299	140,140
PEPSICO 2000 SHS	510	165,880
ILLINOIS TOOL WORKS 100 SHS	151,239	176,568

TY 2013 Other Expenses Schedule

Name: CARNEY FAMILY FOUNDATION

EIN: 36-4346222

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES	35			35

TY 2013 Other Income Schedule

Name: CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KMP K-1 ORD GAIN ON SALE	108,929		
KMP K-1 ORDINARY INCOME	7,596		
KMP K-1 ROYALTY INCOME	298		
KMP K-1 SEC 1231	-391		

TY 2013 Other Increases Schedule

Name: CARNEY FAMILY FOUNDATION

EIN: 36-4346222

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
STOCK DONATION FMV OVER BASIS	102,348

TY 2013 Taxes Schedule

Name: CARNEY FAMILY FOUNDATION**EIN:** 36-4346222**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,600			