Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
CARSON FAMILY FOUNDATION
C/O SUSAN CARSON

A Employer identification number
36-4478861

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

B Telephone number
(630) 896-6110

City or town, state or province, country, and ZIP or foreign postal code
KILDEER, IL 60047

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,325,374.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35,213.	35,213.		STATEMENT 1
	4 Dividends and interest from securities	22,744.	20,156.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	287,431.			
	b Gross sales price for all assets on line 6a 2,040,568.				
	7 Capital gain net income (from Part IV, line 2)		287,431.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	21,884.	21,884.	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	367,273.	364,684.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	300.	0.	0.	0.
	b Accounting fees				
	c Other professional fees				
	17 Interest	5,086.	5,086.	0.	0.
	18 Taxes STMT 5	8,166.	1,166.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	26,170.	26,145.	0.	25.
	24 **Total operating and administrative expenses** Add lines 13 through 23	39,722.	32,397.	0.	25.
	25 Contributions, gifts, grants paid	163,060.			163,060.
	26 **Total expenses and disbursements.** Add lines 24 and 25	202,782.	32,397.	0.	163,085.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	164,491.			
	b **Net investment income** (if negative, enter -0-)		332,287.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2013)

17070827 133333 7629709 2013.04020 CARSON FAMILY FOUNDATION C/ 76297091

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,586.	7,203.	7,203.
	2 Savings and temporary cash investments	675,711.	92,398.	92,398.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	0.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations STMT 7	0.	136,646.	140,953.
	b Investments - corporate stock STMT 8	1,875,545.	1,505,450.	1,606,564.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	434,054.	1,207,655.	1,265,221.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	46.	213,035.	213,035.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	2,997,942.	3,162,387.	3,325,374.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,419,809.	2,997,942.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,578,133.	164,445.	
	30 **Total net assets or fund balances**	2,997,942.	3,162,387.	
	31 **Total liabilities and net assets/fund balances**	2,997,942.	3,162,387.	

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	2,997,942.
2	Enter amount from Part I, line 27a	2	164,491.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,162,433.
5	Decreases not included in line 2 (itemize) ▶ MERITAGE NON DEDUCTIBLE EXPENSE	5	46.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,162,387.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,040,568.		1,817,762.	287,431.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				287,431.

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 } 2 287,431.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	62,382.	1,851,091.	.033700
2011	80,498.	1,712,787.	.046998
2010	100,185.	1,637,829.	.061169
2009	73,546.	1,448,150.	.050786
2008	29,585.	895,265.	.033046

2	**Total** of line 1, column (d)	2	.225699
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	.045140
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,889,852.
5	Multiply line 4 by line 3	5	175,588.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,323.
7	Add lines 5 and 6	7	178,911.
8	Enter qualifying distributions from Part XII, line 4	8	163,085.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	6,646.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,646.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	6,646.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,340.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,955.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	10,295.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	3,649.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	3,649. Refunded ▶	11	0.

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

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

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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	3,274,683.
b	Average of monthly cash balances	1b	674,405.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,949,088.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,949,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,236.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,889,852.
6	**Minimum investment return** Enter 5% of line 5	6	194,493.

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	194,493.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 6,646.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,646.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,847.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,847.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	187,847.

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	163,085.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163,085.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	163,085.

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				187,847.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010 6,616.				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	6,616.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 163,085.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				163,085.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,616.			6,616.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				18,146.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SUSAN CARSON

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AURORA HISTORICAL SOCIETY 305 CEDAR ST AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
AURORA INTERFAITH FOOD PANTRY 1110 JERICHO ROAD AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
AURORA JEWISH WELFARE 400 N EDGELAWN DRIVE AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	1,500.
AURORA TOWNSHIP 313 GALE STREET AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
AURORA UNIVERSITY 347 S. GLADSTONE AVE. AURORA, IL 60656	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	163,060.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611 10-10-13

17070827 133333 7629709 2013.04020 CARSON FAMILY FOUNDATION C/ 76297091

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	35,213.	
4 Dividends and interest from securities			14	22,744.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	21,884.	
8 Gain or (loss) from sales of assets other than inventory			18	287,431.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		367,272.	0.
13 **Total** Add line 12, columns (b), (d), and (e)				13	367,272.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Susan Carson | 11/5/14 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRYAN PITSTICK	[signature]	8/28/14		P00285763
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 20 N. MARTINGALE RD., STE 500 SCHAUMBURG, IL 60173			Phone no 847-517-7070	

Form **990-PF** (2013)

323622
10-10-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICALLY TRADED SECURITIES - ST			
b	PUBLICALLY TRADED SECURITIES - LT			
c	FROM K-1 PEAK SELECT ST	P	01/01/13	12/31/13
d	FROM K-1 PEAK SELECT LT	P	01/01/12	12/31/13
e	FROM K-1 MERITAGE LT	P	01/01/12	12/31/13
f	FROM K-1 XANTHUS ST	P	01/01/13	12/31/13
g	FROM K-1 XANTHUS LT	P	01/01/12	12/31/13
h	FROM K-1 WHISTLER ST	P	01/01/13	12/31/13
i	FROM K-1 WHISTLER LT	P	01/01/12	12/31/13
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,187,790.		1,131,673.	56,117.
b	852,757.		686,089.	166,668.
c				7,794.
d				4,681.
e				9,314.
f				17,848.
g				26,961.
h				-665.
i				-1,308.
j	21.			21.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				56,117.
b				166,668.
c				7,794.
d				4,681.
e				9,314.
f				17,848.
g				26,961.
h				-665.
i				-1,308.
j				21.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	287,431.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRTH DEFECT RESEARCH FOR CHILDREN 976 LAKE BALDWIN LANE, SUITE 104 ORLANDO, FL 32814	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	7,000.
BOYZ II MEN P53 AURORA , IL 60507	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	300.
CASA FOUNDATION 4045 S BUFFALO DR LAS VEGAS, NV 89147	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
CFIDS ASSOCIATION OF AMERICA PO BOX 220398 CHARLOTTE, NC 28222	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
CHILDREN OF UGANDA PO BOX 659 CHARLES TOWN, WV 25414	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	500.
COMMUNITY FOUNDATION OF THE FOX RIVER VALLEY 111 W DOWNER PLACE, SUITE 312 AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	300.
DUNAMIS PEACE INSTITUTE PO BOX 433 ALLENSPARK, CO 80510	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	800.
FOUNDATION FOR PERIPHERAL NEUROPATHY 485 HALF DAY ROAD, SUITE 350 BUFFALO GROVE, IL 60089	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,500.
HANDS HELPING AMERICA 5636 DOLLAR FORGE DR INDIANAPOLIS, IN 46221	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	400.
Total from continuation sheets				148,560.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HELP OUR MILITARY HEROES 15 PHEASANT LN EASTON, CT 06612	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
HENDRICK COUNTY FRATERNAL ORDER OF POLICE #132 P.O.BOX 132 PLAINFIELD, IN 46168	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	400.
HEREDITARY NEUROPATHY FOUNDATION 432 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,500.
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE, MI 49242	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,250.
ICA 1760 OLD MEADOW ROAD, SUITE 500 MCLEAN, VA 22102	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
JOSEPH MALEY FOUNDATION 7128 LAKEVIEW PARKWAY WEST DRIVE INDIANAPOLIS, IN 46268	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	5,000.
MIDWEST SHELTER FOR HOMELESS VETERANS 119 N. WEST STREET WHEATON, IL 60187	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,000.
SALVATION ARMY 437 E GALENA BLVD AURORA, IL 60505	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	1,700.
TEMPLE B'NAI ISRAEL 400 N EDGELAWN DRIVE AURORA, IL 60506	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	2,060.
TRI FOR THE CURE AZ PO BOX 86867 PHOENIX, AZ 85085	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	450.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VFW - DEPT OF IL 3300 CONSTITUTION DRIVE. PO BOX 13206 SPRINGFIELD, IL 62791	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	400.
VIETNAM VETERANS OF AMERICA - FACES OF AGENT ORANGE 8719 COLESVILLE RD., SUITE 100 SILVER SPRING, MD 20910	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	7,000.
WAYSIDE CROSS LIFESPRING MINISTRY 517 COLLEGE AVE #102 AURORA, IL 60505	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	3,000.
WEST POINT ASSOCIATION OF GRADUATES - VARIOUS FUNDS 698 MILLS ROAD WEST POINT, NY 10996	NONE		CONTRIBUTIONS ARE FOR UNRESTRICTED PURPOSES	97,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	0.	0.	0.
MERITAGE	11.	11.	11.
MORGAN STANLEY	773.	773.	773.
OPPENHEIMER 1356	26,492.	26,492.	26,492.
PEAK SELECT	279.	279.	279.
WHISTLER	7,632.	7,632.	7,632.
XANTHUS	26.	26.	26.
TOTAL TO PART I, LINE 3	35,213.	35,213.	35,213.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	737.	2.	735.	735.	735.
MERITAGE	1.	0.	1.	1.	1.
MORGAN STANLEY	2,307.	0.	2,307.	0.	2,307.
OPPENHEIMER 1353	1,685.	0.	1,685.	1,685.	1,685.
OPPENHEIMER 1356	12.	0.	12.	12.	12.
OPPENHEIMER 8633	258.	0.	258.	208.	258.
OPPENHEIMER 8641	17.	0.	17.	17.	17.
OPPENHEIMER 8658	1,424.	0.	1,424.	1,424.	1,424.
OPPENHEIMER 8666	4,129.	0.	4,129.	4,089.	4,129.
OPPENHEIMER 8674	2,192.	0.	2,192.	2,171.	2,192.
OPPENHEIMER 8740	4,858.	19.	4,839.	4,669.	4,839.
OPPENHEIMER 9251	59.	0.	59.	59.	59.
PEAK SELECT	1,861.	0.	1,861.	1,861.	1,861.
WHISTLER	500.	0.	500.	500.	500.
XANTHUS	2,725.	0.	2,725.	2,725.	2,725.
TO PART I, LINE 4	22,765.	21.	22,744.	20,156.	22,744.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 MERITAGE RENTAL INCOME	-1,402.	-1,402.	0.
FROM K-1 PEAK SELECT - OTHER INCOME	1,551.	1,551.	0.
FROM K-1 XANTHUS - OTHER INCOME	5,790.	5,790.	0.
FROM K-1 WHISTLER	-1,358.	-1,358.	0.
FROM K-1 LENDING CLUB	17,302.	17,302.	0.
OTHER INCOME	1.	1.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	21,884.	21,884.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	300.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	300.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,166.	1,166.	0.	0.
FEDERAL TAXES	7,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	8,166.	1,166.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FUND	15.	0.	0.	15.
SECRETARY OF STATE	10.	0.	0.	10.
OPPENHEIMER 1356 - MANAGEMENT FEES	5,883.	5,883.	0.	0.
OPPENHEIMER 1353 - MANAGEMENT FEES	1,283.	1,283.	0.	0.
FROM K-1 OTHER DEDUCTIONS - MERITAGE	1.	1.	0.	0.
OPPENHEIMER 8740 - MANAGEMENT FEES	2,165.	2,165.	0.	0.
OPPENHEIMER 8674 - MANAGEMENT FEES	1,745.	1,745.	0.	0.
OPPENHEIMER 8666 - MANAGEMENT FEES	2,863.	2,863.	0.	0.
OPPENHEIMER 8658 - MANAGEMENT FEES	1,388.	1,388.	0.	0.
OPPENHEIMER 8633 - MANAGEMENT FEES	856.	856.	0.	0.
FROM K-1 OTHER DEDUCTIONS - PEAK SELECT	2,995.	2,995.	0.	0.
FROM K-1 OTHER DEDUCTIONS - LENDING CLUB	2,353.	2,353.	0.	0.
FROM K-1 OTHER DEDUCTIONS - WHISTLER	4,126.	4,126.	0.	0.
JP MORGAN INVESTMENT EXPENSE	487.	487.	0.	0.
TO FORM 990-PF, PG 1, LN 23	26,170.	26,145.	0.	25.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER 1356 - SEE ATTACHED STATEMENT	X		136,646.	140,953.
TOTAL U.S. GOVERNMENT OBLIGATIONS			136,646.	140,953.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			136,646.	140,953.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARON GROWTH FD	0.	0.
COLUMBIA MARSICO	0.	0.
GENERAL MOTORS ACCEPT CORP	0.	0.
HARDING LOEVNER INTL EQUITY	0.	0.
LOOMIS SAYLES	0.	0.
PIMCO TOTAL RETURN FUND CL A	0.	0.
THORNBURG INTL VALUE FD	0.	0.
DIAMOND HILL SMALL CAP FD	0.	0.
COHEN & STEERS REALTY	0.	0.
JPMORGAN EMERGING MKTS EQTY A	0.	0.
LEGG MASON WESTERN ASSET INTERMEDIATE TERM MUNI FUND CLASS C	94,431.	92,429.
ASTON MONTAG	0.	0.
CULLEN HIGH DIVIDEND EQUITY	0.	0.
OPPENHEIMER 1356 - SEE ATTACHED STATEMENT	646,735.	632,665.
JP MORGAN - SEE ATTACHED STATEMENT	39,739.	49,225.
OPPENHEIMER 8740 - SEE ATTACHED STATEMENT	140,700.	163,799.
OPPENHEIMER 8674 - SEE ATTACHED STATEMENT	145,725.	164,713.
OPPENHEIMER 8666 - SEE ATTACHED STATEMENT	244,145.	269,286.
OPPENHEIMER 8658 - SEE ATTACHED STATEMENT	95,534.	113,595.
OPPENHEIMER 8633 - SEE ATTACHED STATEMENT	98,441.	120,852.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,505,450.	1,606,564.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERITAGE OPPENHEIMER FUND	COST	107,134.	107,134.
PEAK SELECT AXXESS FUND LP	COST	121,441.	134,169.
XANTHUS FUND LLC	COST	482,580.	523,918.
LENDING CLUB	COST	496,500.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,207,655.	1,265,221.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	46.	2,653.	2,653.
DIVIDEND RECEIVABLE	0.	21.	21.
DUE FROM WHISTLER FUND	0.	197,972.	197,972.
DUE FROM MERITAGE OPPENHEIMER	0.	42.	42.
DUE FROM LENDING CLUB	0.	12,347.	12,347.
TO FORM 990-PF, PART II, LINE 15	46.	213,035.	213,035.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUSAN CARSON
21078 LONG GROVE ROAD
KILDEER, IL 60047

TELEPHONE NUMBER

630-896-6110

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	10,255 3600	ADLXX	1 00000	1 00000	10,255 36	10,255 36	0 020%	2	1 31
TOTAL MONEY MARKET FUNDS						**10,255 36**	**10,255.36**		**2**	**1 31**

Fixed Income

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	CASH	15,000	912828DM9	97 67190	104 24200	14,650 78	15,636 30	986	4 000%	600	1 99
UNITED STATES TREAS NTS B/E 1 375% DUE 12/31/18 NOTE	CASH	12,000	912828RY8	101 55080	98 33600	12,186 09	11,800 32	(386)	1 375%	165	1 51
UNITED STATES TREAS NTS B/E 2% DUE 11/15/21 NOTE	CASH	35,000	912828RR3	103 84200	95 44500	36,344 69	33,405 75	(2,939)	2 000%	700	4 26
SUB-TOTAL GOVERNMENT BONDS		**62,000**				**63,181 56**	**60,842.37**	**(2,339)**		**1,465**	**7 76**

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

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FEDERAL NATL MTG ASSN B/E 1 25% DUE 09/28/16 NOTE	CASH	35,000	3135G0CM3	101 64990	101 42800	35,577 45	35,499 80	(78)	1 250%	437	4 53

CARSON FAMILY FOUNDATION
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Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GNMA PASS-THRU M SINGLE FAMILY 10% DUE 12/20/16 PL 000679M GNMA MTHLY 19 DAY DELAY PASS THROUGH SFAM AMORTIZED AMOUNT = 112 FACTOR = 0 00227738	CASH	49,382	36202AXG7	104 08850	107 46700	117 06	120 85	4	10 000%	11	0 02
FEDERAL NATL MTG ASSN B/E 1 25% DUE 01/30/17 NOTE	CASH	35,000	3135G0GY3	102 24040	101 20300	35,784 14	35,421 05	(363)	1 250%	437	4 52
GNMA PASS-THRU X SINGLE FAMILY 8% DUE 05/15/22 PL 324816X GNMA MTHLY 14 DAY DELAY PASS THROUGH SFAM AMORTIZED AMOUNT = 1,372 FACTOR = 0 01372236	CASH	100,000	36224CYM3	104 83770	103 27200	1,438 62	1,417 13	(21)	8 000%	109	0 18
GNMA PASS-THRU X SINGLE FAMILY 7% DUE 11/15/23 PL 363760X GNMA MTHLY 14 DAY DELAY PASS THROUGH SFAM AMORTIZED AMOUNT = 520 FACTOR = 0 02082545	CASH	25,000	36204AB53	102 33060	109 88700	532 77	572 11	39	7 000%	36	0 07
FNMA SERIES 93250 CL DZ 7% DUE 12/25/23 CMO AMORTIZED AMOUNT = 6,017 FACTOR = 0 22286058	CASH	27,000	31359FWN4	0 23470	117 66000	14 12	7,079 87	7,066	7 000%	421	0 90
SUB-TOTAL GOVERNMENT AGENCY BONDS		**271,382**				**73,464.16**	**80,110.81**	**6,647**		**1,453**	**10 22**

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

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MORGAN STANLEY B/E 4 75% DUE 04/01/14 NOTE	CASH	7,000	61748AAE6 BAA3 / BBB+	102 63900	100 79500	7,184 73	7,055 65	(129)	4 750%	332	0 90
BANK OF AMERICA CORPORATION B/E 4 75% DUE 08/01/15 NOTE	CASH	10,000	060505BS2 BAA2 / A-	98 69400	105 94600	9,869 40	10,594 60	725	4 750%	475	1 35
FRANCE TELECOM SA FGN 2 125% DUE 09/16/15 NOTE	CASH	12,000	35177PAU1 A3 / BBB+	99 82600	101 91000	11,979 12	12,229 20	250	2 125%	255	1 56

CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON
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Page	Account Number	Financial Advisor	Period Ending
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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
JPMORGAN CHASE & CO B/E 2 6% DUE 01/15/16 NT,INV CO	CASH	12,000	46625HHW3 A3 / A	98 59100	102 99900	11,830 92	12,359 88	529	2 600%	312	1 58
BP CAP MKTS P L C FGN 3 2% DUE 03/11/16 NOTE	CASH	13,000	05565QBQ0 A2 / A	99 90800	105 07500	12,988 04	13,659 75	672	3 200%	416	1 74
CITIGROUP INC B/E 3 953% DUE 06/15/16 NOTE	CASH	20,000	172967FS5 BAA2 / A-	107 55400	106 39000	21,510 80	21,278 00	(233)	3 953%	790	2 71
WELLS FARGO & CO NEW B/E 3 676% DUE 06/15/16 MTN,ADJ	CASH	3,000	949746QU8 A1 / AA-	104 11900	106 47400	3,123 57	3,194 22	71	3 676%	110	0 41
TELEFONICA EMISIONES S A U FGN 6 421% DUE 06/20/16 NOTE	CASH	25,000	87938WAB9 BAA2 / BBB	111 31920	111 50500	27,829 80	27,876 25	46	6 421%	1,605	3 56
GENERAL ELEC CAP CORP MTN BE B/E 2 9% DUE 01/09/17 MTN	CASH	15,000	36962G5N0 A1 / AA+	103 61900	104 39700	15,542 85	15,659 55	117	2 900%	435	2 00
FORD MOTOR CREDIT CO LLC B/E 4 25% DUE 02/03/17 NOTE	CASH	30,000	345397VX8 BAA3 / BBB-	107 03950	107 57700	32,111 84	32,273 10	161	4 250%	1,275	4 12
AFLAC INC B/E 2 65% DUE 02/15/17 NOTE	CASH	15,000	001055AH5 A3 / A-	104 98400	103 19100	15,747 60	15,478 65	(269)	2 650%	397	1 97
BHP BILLITON FIN USA LTD FGN 1 625% DUE 02/24/17 NOTE	CASH	8,000	055451AP3 A1 / A+	100 53100	100 42000	8,042 48	8,033 60	(9)	1 625%	130	1 02
MORGAN STANLEY B/E 4 75% DUE 03/22/17 MTN	CASH	10,000	61747YDT9 BAA2 / A-	109 32700	109 13200	10,932 70	10,913 20	(20)	4 750%	475	1 39
UNITED TECHNOLOGIES CORP B/E 1 8% DUE 06/01/17 DEB	CASH	1,000	913017BU2 A2 / A	102 03000	101 54100	1,020 30	1,015 41	(5)	1 800%	18	0 13
EBAY INC B/E 1 35% DUE 07/15/17 NOTE	CASH	3,000	278642AG8 A2 / A	100 70000	99 43000	3,021 00	2,982 90	(38)	1 350%	40	0 38
BANK AMER CORP B/E 2% DUE 01/11/18 MTN	CASH	10,000	06051GET2 BAA2 / A-	99 54300	99 82300	9,954 30	9,982 30	28	2 000%	200	1 27

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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
WELLS FARGO CO MTN BE B/E 1 5% DUE 01/16/18 NOTE	CASH	15,000	94974BFG0 A2 / A+	100 44600	99 35400	15,066 90	14,903 10	(164)	1 500%	225	1 90
GOLDMAN SACHS GROUP INC B/E 2 375% DUE 01/22/18 MTN	CASH	5,000	38141GRC0 BAA1 / A-	100 55900	100 38000	5,027 95	5,019 00	(9)	2 375%	118	0 64
JPMORGAN CHASE & CO B/E 1 8% DUE 01/25/18 MTN INV CO	CASH	10,000	46625HJG6 A3 / A	99 82000	99 12200	9,982 00	9,912 20	(70)	1 800%	180	1 26
AMERICAN EXPRESS CO B/E 1 55% DUE 05/22/18 NOTE	CASH	10,000	025816BG3 A3 / BBB+	100 42300	97 64000	10,042 30	9,764 00	(278)	1 550%	155	1 25
WINDSTREAM CORP B/E 8 125% DUE 09/01/18 NOTE CALL 09/01/14 @104 063	CASH	4,000	97381WAP9 B1 / B	108 50000	107 50000	4,340 00	4,300 00	(40)	8 125%	325	0 55
FRONTIER COMMUNICATIONS CORP B/E 8 125% DUE 10/01/18 NOTE	CASH	4,000	35906AAB4 BA2 / BB-	109 85000	114 25000	4,394 00	4,570 00	176	8 125%	325	0 58
ARMORED AUTOGROUP INC B/E 9 25% DUE 11/01/18 NOTE CALL 11/01/14 @104 625	CASH	4,000	04226QAD4 CAA2 / CCC	90 00000	96 25000	3,600 00	3,850 00	250	9 250%	370	0 49
DAVITA HEALTHCARE PARTNERS INC B/E 6 375% DUE 11/01/18 NOTE CALL 11/01/14 @103 188	CASH	2,000	23918KAL2 B2 / B	106 76000	105 00000	2,135 20	2,100 00	(35)	6 375%	127	0 27
KINETIC CONCEPTS INC B/E 10 5% DUE 11/01/18 NOTE CALL 11/01/15 @105 250	CASH	16,000	49461BAB0 B3 / B-	111 00000	115 00000	17,760 00	18,400 00	640	10 500%	1,680	2 35
PEABODY ENERGY CORP B/E 6% DUE 11/15/18 NOTE	CASH	10,000	704549AK0 BA2 / BB	109 50000	106 50000	10,950 00	10,650 00	(300)	6 000%	600	1 36
AVIS BUDGET CAR RENT LLC /AVIS B/E 8 25% DUE 01/15/19 NOTE CALL 10/15/14 @104 125	CASH	4,000	053773AN7 B2 / B	107 75000	109 00000	4,310 00	4,360 00	50	8 250%	330	0 56
DEL MONTE CORP B/E 7 625% DUE 02/15/19 NOTE CALL 02/15/14 @103 813	CASH	11,000	245217AS3 CAA1 / CCC+	102 49090	103 87500	11,274 00	11,426 25	152	7 625%	838	1 46

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CARSON FAMILY FOUNDATION
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Page	Account Number	Financial Advisor	Period Ending
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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MARRIOTT INTL INC NEW B/E 3% DUE 03/01/19 NOTE CALL 12/01/18 @100	CASH	20,000	571903AJ2 BAA2 / BBB	105 61000	100 70100	21,122 00	20,140 20	(982)	3 000%	600	2 57
WILLIAMS CLAYTON ENERGY INC B/E 7 75% DUE 04/01/19 NOTE CALL 04/01/15 @103 875	CASH	11,000	969490AE1 B3 / B-	103 75000	102 75000	11,412 50	11,302 50	(110)	7 750%	852	1 44
VALE OVERSEAS LTD FGN 5 625% DUE 09/15/19 NOTE	CASH	10,000	91911TAJ2 BAA2 / A-	113 69300	108 88500	11,369 30	10,888 50	(481)	5 625%	562	1 39
LIBBEY GLASS INC B/E 6 875% DUE 05/15/20 NOTE CALL 05/15/15 @105 156	CASH	2,000	52989LAH2 B1 / BB-	107 00000	108 00000	2,140 00	2,160 00	20	6 875%	137	0 28
ISLE OF CAPRI CASINOS INC B/E 8 875% DUE 06/15/20 NOTE CALL 06/15/16 @104 438	CASH	14,000	464592AN4 CAA1 / CCC+	110 15640	106 75000	15,421 90	14,945 00	(477)	8 875%	1,242	1 91
NEWELL RUBBERMAID INC B/E 4 7% DUE 08/15/20 NOTE	CASH	15,000	651229AK2 BAA3 / BBB-	110 29400	104 88500	16,544 10	15,732 75	(811)	4 700%	705	2 01
OMNICOM GROUP INC B/E 4 45% DUE 08/15/20 NOTE	CASH	10,000	682134AC5 BAA1 / BBB+	109 41000	106 13600	10,941 00	10,613 60	(327)	4 450%	445	1 35
UNITED RENTALS NORTH AMER INC B/E 8 375% DUE 09/15/20 NOTE CALL 09/15/15 @104 188	CASH	11,000	911365AW4 B3 / B	108 72730	111 50000	11,960 00	12,265 00	305	8 375%	921	1 56
RIO TINTO FIN USA LTD FGN 3 5% DUE 11/02/20 NOTE	CASH	25,000	767201AK2 A3 / A-	106 64200	98 41500	26,660 50	24,603 75	(2,057)	3 500%	875	3 14
DIRECTV HLDGS LLC / DIRECTV B/E 4 6% DUE 02/15/21 NOTE CALL 11/15/20 @100	CASH	22,000	25459HAW5 BAA2 / BBB	108 80690	103 26900	23,937 51	22,719 18	(1,218)	4 600%	1,012	2 90
SANDRIDGE ENERGY INC B/E 7 5% DUE 03/15/21 NOTE CALL 03/15/16 @103 750	CASH	10,000	80007PAN9 B2 / B-	104 60000	104 75000	10,460 00	10,475 00	15	7 500%	750	1 34

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CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON
OIA CORE PLUS

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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PARK OHIO INDS INC-OHIO B/E 8 125% DUE 04/01/21 NOTE CALL 04/01/16 @104 063	CASH	10,000	700677AN7 B3 / B-	106 70000	110 00000	10,670 00	11,000 00	330	8 125%	812	1 40
VALE OVERSEAS LTD FGN 4 375% DUE 01/11/22 MTN	CASH	10,000	91911TAM5 BAA2 / A-	103 81000	97 07000	10,381 00	9,707 00	(674)	4 375%	437	1 24
LIMITED BRANDS INC B/E 5 625% DUE 02/15/22 NOTE	CASH	11,000	532716AU1 BA1 / BB+	105 50000	102 25000	11,605 00	11,247 50	(358)	5 625%	618	1 43
CENTURYLINK INC B/E 5 8% DUE 03/15/22 NOTE	CASH	10,000	156700AS5 BA2 / BB	105 13100	98 75000	10,513 10	9,875 00	(638)	5 800%	580	1 26
NOBLE HOLD INT LTD FGN 3 95% DUE 03/15/22 NOTE	CASH	20,000	65504LAJ6 BAA2 / BBB+	103 65400	97 79500	20,730 80	19,559 00	(1,172)	3 950%	790	2 50
DISCOVERY COMMUNICATIONS LLC B/E 3 3% DUE 05/15/22 NOTE	CASH	30,000	25470DAF6 BAA2 / BBB	103 31100	94 68000	30,993 30	28,404 00	(2,589)	3 300%	990	3 62
PACKAGING CORP AMER B/E 3 9% DUE 06/15/22 NOTE CALL 03/15/22 @100	CASH	2,000	695156AP4 BAA3 / BBB	102 45800	97 14900	2,049 16	1,942 98	(106)	3 900%	78	0 25
COMCAST CORP NEW B/E 3 125% DUE 07/15/22 NOTE	CASH	5,000	20030NBD2 A3 / A-	105 62700	95 43000	5,281 35	4,771 50	(510)	3 125%	156	0 61
DIGITAL RLTY TR LP B/E 3 625% DUE 10/01/22 NT,L P CALL 07/03/22 @100	CASH	23,000	25389JAK2 BAA2 / BBB	101 14910	89 32800	23,264 29	20,545 44	(2,719)	3 625%	833	2 62
KOHLS CORP B/E 3 25% DUE 02/01/23 NOTE CALL 11/01/22 @100	CASH	20,000	500255AS3 BAA1 / BBB+	92 37700	91 42700	18,475 40	18,285 40	(190)	3 250%	650	2 33
MACYS RETAIL HLDGS INC B/E 2 875% DUE 02/15/23 NOTE CALL 11/15/22 @100	CASH	26,000	55616XAH0 BAA3 / BBB+	95 95580	90 50200	24,948 51	23,530 52	(1,418)	2 875%	747	3 00
EQUINIX INC B/E 5 375% DUE 04/01/23 NOTE CALL 04/01/18 @102 688	CASH	4,000	29444UAM8 BA3 / BB	100 25000	97 75000	4,010 00	3,910 00	(100)	5 375%	215	0 50

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STATEMENT OF ACCOUNT

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ATTN SUSAN CARSON
OIA CORE PLUS

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Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
OFFSHORE GROUP INVT LTD FGN 7 125% DUE 04/01/23 NOTE CALL 04/01/18 @103 563	CASH	10,000	676253AM9 B3 / B-	102 73000	102 00000	10,273 00	10,200 00	(73)	7 125%	712	1 30
SUB-TOTAL CORPORATE BONDS		**620,000**				**646,735.52**	**632,664.63**	**(14,072)**		**28,267**	**80 71**

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

	Quantity	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EAI	Portfolio Percent
TOTAL FIXED INCOME	**953,382**	**783,381.24**	**773,617.81**	**(9,764)**	**31,186**	**98.69**

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$793,636.60**	**$783,873.17**	**$(9,764)**	**3.978%**	**31,188**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				**** MISCELLANEOUS ACTIVITY ****				
12-11	CASH		JOURNAL LTR	SAMENAME	TRANSFER TO ACCT G241689251		100,000 00	DEBIT
12-16	CASH		REDEMPTION	GNMA PASS-THRU X SINGLE FAMILY RECORD DATE 11/29/13	7% DUE 11/15/23 PL 363760X PAYABLE DATE 12/15/13		4 99	CREDIT
12-16	CASH		REDEMPTION	GNMA PASS-THRU X SINGLE FAMILY RECORD DATE 11/29/13	8% DUE 05/15/22 PL 324816X PAYABLE DATE 12/15/13		10 77	CREDIT
12-20	CASH		REDEMPTION	GNMA PASS-THRU M SINGLE FAMILY RECORD DATE 11/29/13	10% DUE 12/20/16 PL 000679M PAYABLE DATE 12/20/13		3 15	CREDIT
12-26	CASH		REDEMPTION	FNMA SERIES 93250 RETURN OF PRINCIPAL	CL DZ 7% DUE 12/25/23 27000 SHRS AT $1 3000 PER		35 10	CREDIT
				Net Miscellaneous Credits/Debits			**$99,945.99**	**DEBIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				**** INCOME ACTIVITY ****				
12-02	CASH	1,000	INTEREST ON	UNITED TECHNOLOGIES CORP R/DTE 11/29/13 P/DTE 12/02/13	B/E 1 8% DUE 06/01/17		9 00	CREDIT
12-16	CASH	20,000	INTEREST ON	CITIGROUP INC R/DTE 12/13/13 P/DTE 12/16/13	B/E 3 953% DUE 06/15/16		395 30	CREDIT
12-16	CASH	25,000	INTEREST ON	GNMA PASS-THRU X SINGLE FAMILY RECORD DATE 11/29/13	7% DUE 11/15/23 PL 363760X PAYABLE DATE 12/15/13		3 07	CREDIT
12-16	CASH	100,000	INTEREST ON	GNMA PASS-THRU X SINGLE FAMILY RECORD DATE 11/29/13	8% DUE 05/15/22 PL 324816X PAYABLE DATE 12/15/13		9 22	CREDIT
12-16	CASH	14,000	INTEREST ON	ISLE OF CAPRI CASINOS INC R/DTE 11/29/13 P/DTE 12/16/13	B/E 8 875% DUE 06/15/20		621 25	CREDIT
12-16	CASH	2 000	INTEREST ON	PACKAGING CORP AMER R/DTE 11/29/13 P/DTE 12/16/13	B/E 3 9% DUE 06/15/22		39 00	CREDIT

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Portfolio Holdings

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Money Market Funds *(NOT FDIC INSURED)*

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Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	1,754 8700	ADLXX	1 00000	1 00000	1,754 87	1,754 87	0 020%		1 43
TOTAL MONEY MARKET FUNDS						**1,754.87**	**1,754.87**			1 43

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ENSTAR GROUP LIMITED	(I) CASH	4	ESGR	128 89000	138 91000	515 56	555 64	40			0 45
FOSTER WHEELER AG	(P) CASH	22	FWLT	26 91000	33 00100	592 02	726 02	134			0 59
PACIFIC DRILLING SA LUXEMBOURG REG SHS	(G) CASH	43	PACD	9 17000	11 46000	394 31	492 78	98			0 40
ACORDA THERAPEUTICS INC	(L) CASH	29	ACOR	31 98000	29 20000	927 42	846 80	(81)			0 69
ACUITY BRANDS INC	(C) CASH	6	AYI	83 26330	109 32000	499 58	655 92	156	0 475%	3	0 53
AEGERION PHARMACEUTICALS INC	(L) CASH	13	AEGR	84 77770	70 96000	1,102 11	922 48	(180)			0 75
ALIGN TECHNOLOGY INC	(L) CASH	36	ALGN	35 15000	57 14000	1,265 40	2,057 04	792			1 68
AMERICAN AIRLS GROUP INC	(S) CASH	39	AAL	16 38000	25 25000	638 82	984 75	346			0 80
ANGIES LIST INC	(I) CASH	26	ANGI	20 95000	15 15000	544 70	393 90	(151)			0 32
ANSYS INC	(Q) CASH	10	ANSS	71 29000	87 20000	712 90	872 00	159			0 71
ARTISAN PARTNERS ASSET MGMT IN CL A	(I) CASH	26	APAM	51 85000	65 19000	1,348 10	1,694 94	347	2 638%	44	1 38
ASPEN TECHNOLOGY INC	(Q) CASH	14	AZPN	40 54500	41 80000	567 63	585 20	18			0 48
ATHENAHEALTH INC	(P) CASH	4	ATHN	138 37000	134 50000	553 48	538 00	(15)			0 44

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STATEMENT OF ACCOUNT

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CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON IAS
EAGLE ASSET MANAGEMENT

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BALLY TECHNOLOGIES INC	(Q) CASH	31	BYI	55 08000	78 45000	1,707 48	2,431 95	724			1 98
BUFFALO WILD WINGS INC	(J) CASH	12	BWLD	96 74000	147 20000	1,160 88	1,766 40	606			1 44
CAVIUM INC	(Q) CASH	42	CAVM	36 46400	34 51000	1,531 49	1,449 42	(82)			1 18
CENTENE CORP DEL	(L) CASH	9	CNC	63 65220	58 95000	572 87	530 55	(42)			0 43
CHART INDS INC COM PAR $0 01	(C) CASH	12	GTLS	94 21330	95 64000	1,130 56	1,147 68	17			0 94
CHEMTURA CORP COM NEW	(C) CASH	27	CHMT	21 31000	27 92000	575 37	753 84	178			0 61
COGNEX CORP	(D) CASH	46	CGNX	22 27500	38 18000	1,024 65	1,756 28	732	0 576%	10	1 43
COHERENT INC	(Q) CASH	25	COHR	55 16000	74 39000	1,379 00	1,859 75	481			1 52
COLFAX CORP	(D) CASH	41	CFX	50 24000	63 69000	2,059 84	2,611 29	551			2 13
CONCUR TECHNOLOGIES INC	(Q) CASH	12	CNQR	76 70000	103 18000	920 40	1,238 16	318			1 01
CORNERSTONE ONDEMAND INC	(N) CASH	23	CSOD	47 16700	53 31200	1,084 84	1,226 17	141			1 00
CUBIST PHARMACEUTICALS INC	(L) CASH	29	CBST	50 85240	68 87000	1,474 72	1,997 23	523			1 63
CYBERONICS INC	(L) CASH	18	CYBX	50 62000	65 42200	911 16	1,177 59	266			0 96
DECKERS OUTDOOR CORP	(F) CASH	14	DECK	75 93000	84 46000	1,063 02	1,182 44	119			0 96
DIAMONDBACK ENERGY INC	(G) CASH	11	FANG	52 74000	52 88200	580 14	581 70	2			0 47
DOMINOS PIZZA INC	(J) CASH	13	DPZ	57 53000	69 65000	747 89	905 45	158	1 148%	10	0 74
EVERTEC INC	(Q) CASH	25	EVTC	21 21000	24 66000	530 25	616 50	86	1 622%	10	0 50
FINISAR CORP COM NEW	(Q) CASH	80	FNSR	16 89880	23 92000	1,351 90	1,913 60	562			1 56
FORTINET INC	(Q) CASH	69	FTNT	16 54000	19 13000	1,141 26	1,319 97	179			1 08
FRESH MKT INC	(J) CASH	23	TFM	49 91000	40 50000	1,147 93	931 50	(216)			0 76
GEO GROUP INC	(P) CASH	48	GEO	33 34000	32 22000	1,600 32	1,546 56	(54)	6 828%	105	1 26
GENESCO INC	(B) CASH	34	GCO	65 05000	73 06000	2,211 70	2,484 04	272			2 03
GEOSPACE TECHNOLOGIES CORP	(D) CASH	19	GEOS	67 89000	94 63600	1,289 91	1,798 08	508			1 47
GLIMCHER RLTY TR SH BEN INT REIT	(I) CASH	82	GRT	10 23000	9 36000	838 86	767 52	(71)	4 273%	32	0 63
GULFPORT ENERGY CORP COM NEW	(G) CASH	35	GPOR	46 68000	63 13000	1,633 80	2,209 55	576			1 80

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
HMS HLDGS CORP	(P) CASH	16	HMSY	22 12000	22 70000	353 92	363 20	9			0 30
HAIN CELESTIAL GROUP INC	(J) CASH	12	HAIN	82 00000	90 78000	984 00	1,089 36	105			0 89
HEXCEL CORP NEW	(C) CASH	34	HXL	33 56000	44 69000	1,141 04	1,519 46	378			1 24
HOUGHTON MIFFLIN HARCOURT CO	(M) CASH	34	HMHC	17 58090	16 96000	597 75	576 64	(21)			0 47
HUNTSMAN CORP	(C) CASH	92	HUN	16 75000	24 60000	1,541 00	2,263 20	722	2 032%	46	1 85
IPG PHOTONICS CORP	(Q) CASH	15	IPGP	59 49000	77 61000	892 35	1,164 15	272			0 95
INVENSENSE INC	(T) CASH	37	INVN	16 56160	20 78000	612 78	768 86	156			0 63
ISIS PHARMACEUTICALS INC	(L) CASH	17	ISIS	32 33880	39 84000	549 76	677 28	128			0 55
JETBLUE AIRWAYS CORP	(S) CASH	109	JBLU	6 12000	8 54000	667 08	930 86	264			0 76
LANDSTAR SYS INC	(S) CASH	19	LSTR	50 62000	57 45000	961 78	1,091 55	130			0 89
LIFELOCK INC	(P) CASH	53	LOCK	11 30000	16 41000	598 90	869 73	271			0 71
LOUISIANA PAC CORP	(F) CASH	50	LPX	15 30000	18 51000	765 00	925 50	161			0 75
MWI VETERINARY SUPPLY INC	(L) CASH	6	MWIV	121 53000	169 96600	729 18	1,019 79	291			0 83
MADDEN STEVEN LTD	(B) CASH	48	SHOO	31 14670	36 59000	1,495 04	1,756 32	261			1 43
MEDASSETS INC	(Q) CASH	76	MDAS	17 76000	19 83000	1,349 76	1,507 08	157			1 23
MEDIDATA SOLUTIONS INC	(Q) CASH	82	MDSO	35 95500	60 50200	2,948 31	4,961 16	2,013			4 05
MULTIMEDIA GAMES HLDG CO INC	(Q) CASH	18	MGAM	29 67280	31 36000	534 11	564 48	30			0 46
NICE SYS LTD SPONSORED ADR	(Q) CASH	12	NICE	36 57000	40 96000	438 84	491 52	53	0 996%	4	0 40
NOODLES & CO CL A	(J) CASH	22	NDLS	39 23640	35 92000	863 20	790 24	(73)			0 64
NORTHWEST PIPE CO	(C) CASH	24	NWPX	27 95000	37 76000	670 80	906 24	235			0 74
OASIS PETE INC NEW	(G) CASH	31	OAS	38 66000	46 97000	1,198 46	1,456 07	258			1 19
OPENTABLE INC	(P) CASH	16	OPEN	64 32750	79 37000	1,029 24	1,269 92	241			1 04
PTC INC	(Q) CASH	41	PTC	23 69000	35 39000	971 29	1,450 99	480			1 18
PANTRY INC	(J) CASH	37	PTRY	12 24000	16 78000	452 88	620 86	168			0 51
PAREXEL INTL CORP	(L) CASH	14	PRXL	47 59000	45 18000	666 26	632 52	(34)			0 52
PINNACLE ENTMT INC	(K) CASH	25	PNK	18 65000	25 99000	466 25	649 75	184			0 53
PINNACLE FOODS INC DEL	(J) CASH	22	PF	23 90000	27 46000	525 80	604 12	78	3 058%	18	0 49

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PROASSURANCE CORP	(I) CASH	14	PRA	50 26000	48 48000	703 64	678 72	(25)	2 475%	16	0 55
PROOFPOINT INC	(P) CASH	42	PFPT	28 74830	33 17000	1,207 43	1,393 14	186			1 14
QUAKER CHEM CORP	(C) CASH	11	KWR	61 71000	77 07000	678 81	847 77	169	1 297%	11	0 69
QLIK TECHNOLOGIES INC	(Q) CASH	48	QLIK	27 41000	26 63000	1,315 68	1,278 24	(37)			1 04
RTI INTL METALS INC	(C) CASH	32	RTI	27 27000	34 21000	872 64	1,094 72	222			0 89
REALPAGE INC	(Q) CASH	25	RP	24 33960	23 38000	608 49	584 50	(24)			0 48
SALIX PHARMACEUTICALS INC	(L) CASH	16	SLXP	64 22000	89 94000	1,027 52	1,439 04	412			1 17
SEATTLE GENETICS INC	(L) CASH	23	SGEN	28 75000	39 89000	661 25	917 47	256			0 75
SIRONA DENTAL SYSTEMS INC	(L) CASH	17	SIRO	65 16530	70 20000	1,107 81	1,193 40	86			0 97
SOTHEBYS	(P) CASH	18	BID	37 24000	53 20000	670 32	957 60	287	0 751%	7	0 78
STIFEL FINL CORP	(I) CASH	29	SF	37 96690	47 92000	1,101 04	1,389 68	289			1 13
SUNEDISON INC	(Q) CASH	45	SUNE	11 69930	13 05000	526 47	587 25	61			0 48
TEAM HEALTH HOLDINGS INC	(P) CASH	22	TMH	40 00000	45 55000	880 00	1,002 10	122			0 82
TENNECO INC	(S) CASH	11	TEN	53 72000	56 57000	590 92	622 27	31			0 51
TERADYNE INC	(T) CASH	52	TER	16 69000	17 62000	867 88	916 24	48			0 75
TEREX CORP NEW	(S) CASH	41	TEX	26 42000	41 99000	1,083 22	1,721 59	638	0 476%	8	1 40
TEXAS INDS INC	(C) CASH	15	TXI	61 47000	68 78000	922 05	1,031 70	110			0 84
THERAVANCE INC	(L) CASH	16	THRX	38 19500	35 65000	611 12	570 40	(41)			0 47
THERMON GROUP HLDGS INC	(P) CASH	47	THR	20 19000	27 33000	948 93	1,284 51	336			1 05
THORATEC CORP COM NEW	(L) CASH	49	THOR	32 31900	36 60000	1,583 63	1,793 40	210			1 46
TIBCO SOFTWARE INC	(Q) CASH	30	TIBX	20 11000	22 48000	603 30	674 40	71			0 55
TRIMAS CORP COM NEW	(F) CASH	31	TRS	38 12450	39 89000	1,181 86	1,236 59	55			1 01
TUMI HLDGS INC	(B) CASH	29	TUMI	22 99000	22 55000	666 71	653 95	(13)			0 53
TWO HBRS INVT CORP REIT	(I) CASH	90	TWO	10 35000	9 28000	931 50	835 20	(96)	11 206%	93	0 68
UMB FINL CORP	(I) CASH	10	UMBF	53 09000	64 28000	530 90	642 80	112	1 400%	9	0 52
U S G CORP COM NEW	(C) CASH	36	USG	23 14000	28 38000	833 04	1,021 68	189			0 83

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ULTIMATE SOFTWARE GROUP INC	(Q) CASH	8	ULTI	122 69130	153 22000	981 53	1,225 76	244			1 00
UNITED NAT FOODS INC	(J) CASH	11	UNFI	52 61000	75 39000	578 71	829 29	251			0 68
UNITED THERAPEUTICS CORP DEL	(L) CASH	30	UTHR	62 02000	113 08000	1,860 60	3,392 40	1,532			2 77
UNIVERSAL ELECTRS INC	(H) CASH	40	UEIC	27 63000	38 11000	1,105 20	1,524 40	419			1 24
VEECO INSTRS INC DEL	(D) CASH	32	VECO	35 36810	32 91000	1,131 78	1,053 12	(79)			0 86
VITAMIN SHOPPE INC	(J) CASH	47	VSI	46 60980	52 01000	2,190 66	2,444 47	254			1 99
WABCO HLDGS INC	(S) CASH	20	WBC	72 85000	93 41000	1,457 00	1,868 20	411			1 52
WASTE CONNECTIONS INC	(N) CASH	47	WCN	39 93000	43 63000	1,876 71	2,050 61	174	1 054%	21	1 67
WHITEWAVE FOODS CO COM CL A	(J) CASH	29	WWAV	18 65280	22 94000	540 93	665 26	124			0 54
ZILLOW INC CL A	(O) CASH	12	Z	55 37000	81 73000	664 44	980 76	316			0 80
SUB-TOTAL COMMON STOCK						**98,440 77**	**120,852.17**	**22,414**		**453**	**98.57**
TOTAL EQUITIES						**98,440 77**	**120,852.17**	**22,414**		**453**	**98.57**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(I)	5%	FINANCIAL	(P)	8%	RETAIL SERVICES	(G)	3%	ENERGY	(L)	15%	HEALTHCARE	(C)	9%	BASIC INDUSTRY
(S)	5%	TRANSPORTATION	(Q)	22%	TECHNOLOGY	(J)	8%	FOOD & BEVERAGES	(D)	5%	CAPITAL GOODS	(N)	2%	PUBLIC SERVICES
(F)	2%	CONSUMER GOODS	(B)	4%	APPAREL & ACCESSORIES	(M)	48%	MEDIA & COMMUNICATION	(T)	1%	UTILITIES	(K)	54%	GAMING/LODGING
(H)	1%	ENTERTAINMENT	(O)	89%	REAL ESTATE									

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$100,195.64**	**$122,607.04**	**$22,414**	**0 370%**	**453**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount
				** BUY AND SELL TRANSACTIONS **			
12-05	CASH	6	BOUGHT	DECKERS OUTDOOR CORP COMMISSION 0 00	CHARGES/FEES 0 00	84 62	507 75 DEBIT
12-10	CASH	-18	SOLD	HANCOCK HLDG CO COMMISSION 0 00	CHARGES/FEES 0 02	34 42	619 56 CREDIT
12-10	CASH	34	BOUGHT	HOUGHTON MIFFLIN HARCOURT CO COMMISSION 0 00	CHARGES/FEES 0 00	17 58	597 75 DEBIT

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds *(NOT FDIC INSURED)*

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	4,473 2000	ADLXX	1 00000	1 00000	4,473 20	4,473 20	0 020%		3 79
TOTAL MONEY MARKET FUNDS						**4,473.20**	**4,473.20**			3 79

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ACCENTURE PLC IRELAND SHS CLASS A	(P) CASH	14	ACN	81 20070	82 22000	1,136 81	1,151 08	14	2 262%	26	0 97
ABBOTT LABS	(L) CASH	102	ABT	34 82070	38 33000	3,551 71	3,909 66	358	2 295%	89	3 31
ALLERGAN INC	(L) CASH	36	AGN	106 07310	111 08000	3,818 63	3,998 88	180	0 180%	7	3 39
AMERICAN EXPRESS CO	(I) CASH	24	AXP	63 04130	90 73000	1,512 99	2,177 52	665	1 013%	22	1 84
AMERISOURCEBERGEN CORP	(L) CASH	41	ABC	46 75000	70 31000	1,916 75	2,882 71	966	1 336%	38	2 44
BED BATH & BEYOND INC	(F) CASH	25	BBBY	60 93840	80 30000	1,523 46	2,007 50	484			1 70
BIOGEN IDEC INC	(L) CASH	14	BIIB	179 49070	279 57200	2,512 87	3,914 00	1,401			3 32
COCA COLA CO	(J) CASH	90	KO	38 74000	41 31000	3,486 60	3,717 90	231	2 711%	100	3 15
COLGATE PALMOLIVE CO	(F) CASH	52	CL	55 39000	65 21000	2,880 28	3,390 92	511	2 085%	70	2 87
COSTCO WHSL CORP NEW	(P) CASH	16	COST	102 25000	119 02000	1,636 00	1,904 32	268	1 041%	19	1 61
E M C CORP MASS	(Q) CASH	32	EMC	25 81250	25 15000	826 00	804 80	(21)	1 590%	12	0 68
EBAY INC	(F) CASH	61	EBAY	55 34950	54 86500	3,376 32	3,346 76	(30)			2 83
FRANKLIN RES INC	(I) CASH	19	BEN	47 66420	57 73000	905 62	1,096 87	191	0 831%	9	0 93
GENERAL ELECTRIC CO	(R) CASH	150	GE	23 07570	28 03000	3,461 35	4,204 50	743	3 139%	132	3 56

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GILEAD SCIENCES INC	(L) CASH	59	GILD	64 22410	75 10000	3,789 22	4,430 90	642			3 75
GOOGLE INC CL A	(Q) CASH	5	GOOG	808 69800	1,120 71000	4,043 49	5,603 55	1,560			4 75
JOHNSON CTLS INC	(E) CASH	56	JCI	33 45000	51 30000	1,873 20	2,872 80	1,000	1 715%	49	2 43
JUNIPER NETWORKS INC	(R) CASH	110	JNPR	21 97000	22 57000	2,416 70	2,482 70	66			2 10
LAUDER ESTEE COS INC CL A	(F) CASH	52	EL	68 71540	75 32000	3,573 20	3,916 64	343	1 062%	41	3 32
MCKESSON CORP	(L) CASH	12	MCK	165 22420	161 40000	1,982 69	1,936 80	(46)	0 594%	11	1 64
MONDELEZ INTL INC CL A	(J) CASH	108	MDLZ	27 98840	35 30000	3,022 75	3,812 40	790	1 586%	60	3 23
MONSANTO CO NEW	(A) CASH	33	MON	101 37360	116 55000	3,345 33	3,846 15	501	1 475%	56	3 26
NIKE INC CL B	(F) CASH	43	NKE	57 31070	78 64000	2,464 36	3,381 52	917	1 220%	41	2 86
OCCIDENTAL PETE CORP DEL	(G) CASH	39	OXY	88 21260	95 10000	3,440 29	3,708 90	269	2 691%	99	3 14
PEPSICO INC	(J) CASH	42	PEP	75 84500	82 94000	3,185 49	3,483 48	298	2 736%	95	2 95
PHILIP MORRIS INTL INC	(C) CASH	25	PM	90 61360	87 13000	2,265 34	2,178 25	(87)	4 315%	94	1 84
PRICELINE COM INC COM NEW	(P) CASH	2	PCLN	959 01000	1,162 40000	1,918 02	2,324 80	407			1 97
PROCTER & GAMBLE CO	(F) CASH	41	PG	76 90630	81 41000	3,153 16	3,337 81	185	2 955%	98	2 83
QUALCOMM INC	(Q) CASH	48	QCOM	67 30730	74 25000	3,230 75	3,564 00	333	1 885%	67	3 02
RALPH LAUREN CORP CL A	(B) CASH	15	RL	168 27800	176 57000	2,524 17	2,648 55	124	1 019%	27	2 24
STARBUCKS CORP	(J) CASH	35	SBUX	56 39000	78 39000	1,973 65	2,743 65	770	1 326%	36	2 32
STATE STR CORP	(I) CASH	41	STT	66 97590	73 39000	2,746 01	3,008 99	263	1 417%	42	2 55
STRYKER CORP	(L) CASH	29	SYK	63 83000	75 14000	1,851 07	2,179 06	328	1 623%	35	1 85
TJX COS INC NEW	(B) CASH	49	TJX	45 75270	63 73000	2,241 88	3,122 77	881	0 910%	28	2 64
UNITED PARCEL SERVICE INC CL B	(P) CASH	34	UPS	82 59560	105 08000	2,808 25	3,572 72	764	2 360%	84	3 03
VISA INC COM CL A	(P) CASH	14	V	158 29000	222 68000	2,216 06	3,117 52	901	0 718%	22	2 64

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CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON IAS
MONTAG & CALDWELL

Page	Account Number	Financial Advisor	Period Ending
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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
WELLS FARGO & CO NEW	(I) CASH	84	WFC	34 80000	45 40000	2,923 20	3,813 60	890	2 643%	100	3 23
SUB-TOTAL COMMON STOCK						**95,533.67**	**113,594.98**	**18,060**		**1,622**	**96 21**
TOTAL EQUITIES						**95,533 67**	**113,594.98**	**18,060**		**1,622**	**96.21**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(P)	10%	RETAIL SERVICES	(L)	20%	HEALTHCARE	(I)	8%	FINANCIAL	(F)	17%	CONSUMER GOODS
(J)	12%	FOOD & BEVERAGES	(Q)	8%	TECHNOLOGY	(R)	5%	TELECOMMUNICATIONS	(E)	2%	CONSTRUCTION & BLDG
(A)	3%	AGRICULTURE	(G)	3%	ENERGY	(C)	1%	BASIC INDUSTRY	(B)	5%	APPAREL & ACCESSORIES

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$100,006 87**	**$118,068 18**	**$18,060**	**1.374%**	**1,623**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				**** BUY AND SELL TRANSACTIONS ****				
12-05	CASH	7	BOUGHT	EBAY INC COMMISSION 0 00	CHARGES/FEES 0 00	52 37	366 64	DEBIT
12-05	CASH	5	BOUGHT	MCKESSON CORP COMMISSION 0 00	CHARGES/FEES 0 00	165 61	828 10	DEBIT
12-05	CASH	-22	SOLD	SANOFI COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 02	52 24	1,149 42	CREDIT
12-16	CASH	-8	SOLD	NIKE INC COMMISSION 0 00	CL B CHARGES/FEES 0 02	77 97	623 81	CREDIT
12-17	CASH	1	BOUGHT	RALPH LAUREN CORP COMMISSION 0 00	CL A CHARGES/FEES 0 00	172 69	172 70	DEBIT
12-18	CASH	1	BOUGHT	RALPH LAUREN CORP COMMISSION 0 00	CL A CHARGES/FEES 0 00	174 73	174 73	DEBIT
12-19	CASH	1	BOUGHT	RALPH LAUREN CORP COMMISSION 0 00	CL A CHARGES/FEES 0 00	175 87	175 88	DEBIT
12-23	CASH	7	BOUGHT	GILEAD SCIENCES INC COMMISSION 0 00	CHARGES/FEES 0 00	71 36	499 55	DEBIT
12-24	CASH	-5	SOLD	JOHNSON CTLS INC COMMISSION 0 00	CHARGES/FEES 0 01	50 26	251 33	CREDIT
12-26	CASH	-7	SOLD	JOHNSON CTLS INC COMMISSION 0 00	CHARGES/FEES 0 01	50 32	352 24	CREDIT
12-30	CASH	2	BOUGHT	ALLERGAN INC COMMISSION 0 00	CHARGES/FEES 0 00	108 68	217 37	DEBIT
12-31	CASH	2	BOUGHT	ALLERGAN INC COMMISSION 0 00	CHARGES/FEES 0 00	109 44	218 89	DEBIT

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds *(NOT FDIC INSURED)*

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	6,461 3200	ADLXX	1 00000	1 00000	6,461 32	6,461 32	0 020%	1	2 34
TOTAL MONEY MARKET FUNDS						**6,461.32**	**6,461.32**		**1**	**2 34**

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BUNGE LIMITED	(A) CASH	70	BG	68 49000	82 11000	4,794 30	5,747 70	953	1 461%	84	2 08
AIA GROUP LTD SPONSORED ADR	(I) CASH	387	AAGIY	17 14000	20 15000	6,633 18	7,798 05	1,165	0 868%	67	2 83
AIR LIQUIDE ADR	(C) CASH	300	AIQUY	24 36860	28 37000	7,310 59	8,511 00	1,200	1 808%	153	3 09
ALLIANZ SE SP ADR 1/10 SH	(I) CASH	525	AZSEY	14 08000	18 13000	7,392 00	9,518 25	2,126	2 401%	228	3 45
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	(J) CASH	59	BUD	100 16000	106 46000	5,909 44	6,281 14	372	2 352%	147	2 28
ARM HLDGS PLC SPONSORED ADR	(Q) CASH	129	ARMH	41 56000	54 73100	5,361 24	7,060 29	1,699	0 369%	26	2 56
ATLAS COPCO AB SP ADR A NEW	(F) CASH	162	ATLKY	29 05000	27 84000	4,706 10	4,510 08	(196)	2 115%	95	1 64
BG GROUP PLC ADR FIN INST N	(G) CASH	235	BRGYY	17 11000	21 69000	4,020 85	5,097 15	1,076	1 260%	64	1 85
BAIDU INC SPON ADR REP A SUBJECT TO CUSTODY FEE	(N) CASH	40	BIDU	98 24200	177 88000	3,929 68	7,115 20	3,186			2 58

CARSON FAMILY FOUNDATION
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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BANCO BILBAO VIZCAYA ARGENTARI SPONSORED ADR	(I) CASH	419	BBVA	9 10810	12 39000	3,816 29	5,191 41	1,375	3 535%	183	1 88
BAYERISCHE MOTOREN WERKE A G ADR	(S) CASH	166	BAMXY	31 42140	39 43000	5,215 96	6,545 38	1,329	1 874%	122	2 37
CSL LTD ADR	(L) CASH	155	CMXHY	31 10000	30 77000	4,820 50	4,769 35	(51)	1 527%	72	1 73
CANADIAN NATL RY CO	(S) CASH	98	CNI	48 84500	57 02000	4,786 81	5,587 96	801	1 419%	79	2 03
COCHLEAR LTD ADR	(L) CASH	93	CHEOY	32 00000	26 36000	2,976 00	2,451 48	(525)	4 064%	99	0 89
DBS GROUP HLDGS LTD SPONSORED ADR	(I) CASH	78	DBSDY	50 46000	54 27000	3,935 88	4,233 06	297	3 195%	135	1 54
DASSAULT SYS S A SPONSORED ADR	(Q) CASH	77	DASTY	117 13380	124 30000	9,019 30	9,571 10	552	0 585%	56	3 47
FANUC CORPORATION ADR	(E) CASH	291	FANUY	26 08190	30 71000	7,589 84	8,936 61	1,347	0 670%	59	3 24
FRESENIUS MED CARE AG&CO KGAA SPONSORED ADR	(L) CASH	154	FMS	35 15430	35 58000	5,413 76	5,479 32	66	0 938%	51	1 99
GAZPROM O A O SPON ADR	(G) CASH	294	OGZPY	8 16000	8 54500	2,399 04	2,512 23	113	3 351%	84	0 91
HONG KONG EXCHANGES & CLEARING ADR	(I) CASH	190	HKXCY	15 77010	16 69000	2,996 32	3,171 10	175	2 288%	72	1 15
ICICI BK LTD ADR	(I) CASH	132	IBN	41 57600	37 17000	5,488 03	4,906 44	(582)	1 794%	88	1 78
IMPERIAL OIL LTD COM NEW	(G) CASH	88	IMO	39 67000	44 23000	3,490 96	3,892 24	401	1 106%	43	1 41
ITAU UNIBANCO HLDG SA SPON ADR REP PFD	(I) CASH	507	ITUB	15 77740	13 57000	7,999 15	6,879 99	(1,119)	0 580%	39	2 50
JGC CORP ADR	(P) CASH	100	JGCCY	55 98980	78 10000	5,598 98	7,810 00	2,211	1 023%	79	2 83
L OREAL CO ADR	(F) CASH	209	LRLCY	32 32450	35 15000	6,755 82	7,346 35	591	1 335%	98	2 66
LVMH MOET HENNESSY LOU VUITTON ADR	(J) CASH	90	LVMUY	34 36860	36 59990	3,093 17	3,293 99	201	1 587%	52	1 19
MITSUBISHI ESTATE LTD ADR	(O) CASH	143	MITEY	30 01210	30 14000	4,291 73	4,310 02	18	0 271%	11	1 56

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MONOTARO CO LTD ADR	CASH	57	MONOY	22 53910	20 62000	1,284 73	1,175 34	(109)			0 43
MTN GROUP LTD SPONSORED ADR	(R) CASH	128	MTNOY	17 97000	21 00000	2,300 16	2,688 00	388	3 501%	94	0 97
NESTLE S A SPONSORED ADR	(J) CASH	144	NSRGY	72 66000	73 59000	10,463 04	10,596 96	134	2 467%	261	3 84
NOKIAN TYRES OYJ ADR	(S) CASH	176	NKRKY	21 35000	23 98000	3,757 60	4,220 48	463	3 111 %	131	1 53
NOVO-NORDISK A S ADR	(L) CASH	18	NVO	165 71940	184 76000	2,982 95	3,325 68	343	1 225%	40	1 21
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	(G) CASH	131	PBR	16 29900	13 78000	2,135 17	1,805 18	(330)			0 65
ROCHE HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	(L) CASH	128	RHHBY	60 74000	70 20000	7,774 72	8,985 60	1,211	2 314%	207	3 26
SAP AG SPON ADR	(Q) CASH	134	SAP	77 82600	87 14000	10,428 68	11,676 76	1,248	0 915%	106	4 23
SASOL LTD SPONSORED ADR	(G) CASH	49	SSL	42 95000	49 45000	2,104 55	2,423 05	319	3 358%	81	0 88
SCHLUMBERGER LTD	(G) CASH	67	SLB	75 46000	90 11000	5,055 82	6,037 37	982	1 387%	83	2 19
SCHNEIDER ELECTRIC SA ADR	(G) CASH	396	SBGSY	14 93980	17 55000	5,916 17	6,949 80	1,034	2 133%	148	2 52
SONOVA HLDG AG ADR	(L) CASH	119	SONVY	23 77020	26 90000	2,828 65	3,201 10	372			1 16
SVENSKA HANDELSBANKEN AB ADR	(I) CASH	128	SVNLY	22 04000	24 68000	2,821 12	3,159 04	338	2 612%	82	1 15
SWATCH GROUP AG ADR	(C) CASH	125	SWGAY	28 79000	33 20000	3,598 75	4,150 00	551	0 627%	26	1 51
SYSMEX CORP ADR	(L) CASH	181	SSMXY	32 38000	29 68600	5,860 78	5,373 16	(488)	0 594%	31	1 95
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	(Q) CASH	432	TSM	17 31570	17 44000	7,480 39	7,534 08	54	2 299%	173	2 73
TESCO PLC SPONSORED ADR	(J) CASH	185	TSCDY	17 90000	16 84000	3,311 50	3,115 40	(196)	3 830%	119	1 13
TURKIYE GARANTI BANKASI A S SPONSORED ADR	(I) CASH	1,100	TKGBY	5 43000	3 21000	5,973 00	3,531 00	(2,442)	1 842%	65	1 28

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNICHARM CORP SPONSORED ADR	(F) CASH	534	UNICY	12 56000	11 32000	6,707 04	6,044 88	(662)	0 489%	29	2 19
UNILEVER PLC SPON ADR NEW	(J) CASH	74	UL	42 98000	41 20000	3,180 52	3,048 80	(132)	3 386%	103	1 11
WPP PLC NEW ADR	(M) CASH	87	WPPGY	82 90000	114 86000	7,212 30	9,992 82	2,781	2 005%	200	3 62
XINYI GLASS HLDGS LTD ADS REP 20 SHS	(C) CASH	86	XYIGY	14 22000	20 05000	1,222 92	1,724 30	501	2 550%	43	0 63
SUB-TOTAL COMMON STOCK						**244,145.48**	**269,285.69**	**25,141**		**4,329**	**97 66**
TOTAL EQUITIES						**244,145 48**	**269,285.69**	**25,141**		**4,329**	**97 66**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(A)	2%	AGRICULTURE	(I)	18%	FINANCIAL	(C)	5%	BASIC INDUSTRY	(J)	9%	FOOD & BEVERAGES	(Q)	13%	TECHNOLOGY
(F)	6%	CONSUMER GOODS	(G)	10%	ENERGY	(N)	2%	PUBLIC SERVICES	(S)	6%	TRANSPORTATION	(L)	12%	HEALTHCARE
(E)	3%	CONSTRUCTION & BLDG	(P)	2%	RETAIL SERVICES	(O)	1%	REAL ESTATE	(R)	1%	TELECOMMUNICATIONS	(M)	3%	MEDIA & COMMUNICATION

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$250,606.80**	**$275,747.01**	**$25,141**	**1 570%**	**4,330**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount
				** MISCELLANEOUS ACTIVITY **			
12-02	CASH	49	STOCK DIV	CANADIAN NATL RY CO	2 1 STK SPLIT		
12-12	CASH		FEE	UNICHARM CORP FEE RATE 00440	SPONSORED ADR		2 35 DEBIT
12-12	CASH	534	FRGN TAX PAID	UNICHARM CORP NON-RESIDENT TAX RATE 7 14	SPONSORED ADR R/DTE 09/27/13 P/DTE 12/12/13		1 33 DEBIT
12-17	CASH		FEE	FANUC CORPORATION FEE RATE 01600	ADR		4 03 DEBIT
12-17	CASH	252	FRGN TAX PAID	FANUC CORPORATION NON-RESIDENT TAX RATE 7 14	ADR R/DTE 09/27/13 P/DTE 12/17/13		2 23 DEBIT
12-17	CASH		FEE	SYSMEX CORP FEE RATE 01320	ADR		2 39 DEBIT
12-17	CASH	181	FRGN TAX PAID	SYSMEX CORP NON-RESIDENT TAX RATE 7 14	ADR R/DTE 09/27/13 P/DTE 12/17/13		1 31 DEBIT
12-24	CASH		FEE	LVMH MOET HENNESSY LOU VUITTON FEE RATE 03300	ADR		2 97 DEBIT

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Portfolio Holdings

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Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

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Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	4,906 4100	ADLXX	1 00000	1 00000	4,906 41	4,906 41	0 020%		2 89
TOTAL MONEY MARKET FUNDS						**4,906 41**	**4,906.41**			**2 89**

Equities

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DEUTSCHE BANK AG NAMEN AKT	(I) CASH	48	DB	41 98440	48 24000	2,015 25	2,315 52	300	2 014%	46	1 37
ACCENTURE PLC IRELAND SHS CLASS A	(P) CASH	25	ACN	77 53360	82 22000	1,938 34	2,055 50	117	2 262%	46	1 21
SINA CORP ORD	(Q) CASH	13	SINA	59 49150	84 25000	773 39	1,095 25	322			0 65
ASML HOLDING N V N Y REGISTRY SHS	(Q) CASH	27	ASML	74 98370	93 70000	2,024 56	2,529 90	505	0 626%	15	1 49
YANDEX N V SHS CLASS A	(N) CASH	67	YNDX	22 55000	43 15000	1,510 85	2,891 05	1,380			1 70
AIA GROUP LTD SPONSORED ADR	(I) CASH	201	AAGIY	17 34340	20 15000	3,486 03	4,050 15	564	0 868%	35	2 39
ADIDAS AG ADR SUBJECT TO CUSTODY FEE	(B) CASH	62	ADDYY	51 10000	64 23000	3,168 20	3,982 26	814	0 983%	39	2 35
AMADEUS IT HLDG S A ADS	(Q) CASH	44	AMADY	32 90390	42 75000	1,447 77	1,881 00	433	1 118%	21	1 11
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	(J) CASH	24	BUD	101 10420	106 46000	2,426 50	2,555 04	129	2 352%	60	1 51

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ARM HLDGS PLC SPONSORED ADR	(Q) CASH	32	ARMH	41 59000	54 73100	1,330 88	1,751 39	421	0 369%	6	1 03
ASSA ABLOY AB ADR	(C) CASH	106	ASAZY	20 11000	26 45000	2,131 66	2,803 70	672	1 145%	32	1 65
BAIDU INC SPON ADR REP A SUBJECT TO CUSTODY FEE	(N) CASH	14	BIDU	89 97000	177 88000	1,259 58	2,490 32	1,231			1 47
BANCO BILBAO VIZCAYA ARGENTARI SPONSORED ADR	(I) CASH	166	BBVA	11 07070	12 39000	1,837 73	2,056 74	219	3 535%	72	1 21
BURBERRY GROUP PLC SPONSORED ADR	(B) CASH	48	BURBY	42 95730	50 55000	2,061 95	2,426 40	364	1 753%	42	1 43
CANADIAN NATL RY CO	(S) CASH	60	CNI	48 88500	57 02000	2,933 10	3,421 20	488	1 419%	48	2 02
CARNIVAL CORP PAIRED CTF	(S) CASH	65	CCL	33 89380	40 17000	2,203 10	2,611 05	408	2 489%	65	1 54
CHINA MOBILE LIMITED SPONSORED ADR	(R) CASH	46	CHL	54 07500	52 29000	2,487 45	2,405 34	(82)	3 854%	92	1 42
COMPASS GROUP PLC SPON ADR NEW	(J) CASH	178	CMPGY	12 68120	16 12900	2,257 25	2,870 96	614	2 166%	62	1 69
DASSAULT SYS S A SPONSORED ADR	(Q) CASH	14	DASTY	117 13360	124 30000	1,639 87	1,740 20	100	0 585%	10	1 03
EMBRAER S A SP ADR REP 4 COM	(S) CASH	65	ERJ	35 56000	32 18000	2,311 40	2,091 70	(220)	0 251%	5	1 23
EXPERIAN PLC SPONSORED ADR	(I) CASH	94	EXPGY	17 93890	18 43000	1,686 26	1,732 42	46	1 741%	30	1 02
FANUC CORPORATION ADR	(E) CASH	108	FANUY	25 70160	30 71000	2,775 77	3,316 68	541	0 670%	22	1 96
FRESENIUS MED CARE AG&CO KGAA SPONSORED ADR	(L) CASH	86	FMS	35 91000	35 58000	3,088 26	3,059 88	(28)	0 938%	28	1 80
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	45	HSBC	52 93000	55 13000	2,381 85	2,480 85	99	4 353%	108	1 46
HENNES & MAURITZ AB ADR	(P) CASH	316	HNNMY	7 16000	9 16000	2,262 56	2,894 56	632	2 434%	70	1 71
HONG KONG EXCHANGES & CLEARING ADR	(I) CASH	105	HKXCY	16 67000	16 69000	1,750 35	1,752 45	2	2 288%	40	1 03
INDUSTRIAL & COML BK CHINA ADR	(I) CASH	116	IDCBY	13 43000	13 58000	1,557 88	1,575 28	17	4 775%	75	0 93

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STATEMENT OF ACCOUNT

SIPC

CARSON FAMILY FOUNDATION
ATTN SUSAN CARSON IAS
THORNBURG INT'L

Page	Account Number	Financial Advisor	Period Ending
5 of 13		SCHOENKIN DAVID K - KE4	12/31/13

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ING GROEP N V SPONSORED ADR SUBJECT TO CUSTODY FEES	(I) CASH	263	ING	10 66920	14 01000	2,806 01	3,684 63	879			2 17
INTESA SANPAOLO S P A SPON ADR	(I) CASH	140	ISNPY	13 91490	14 95000	1,948 09	2,093 00	145	3 832%	80	1 23
ITAU UNIBANCO HLDG SA SPON ADR REP PFD	(I) CASH	113	ITUB	15 98070	13 57000	1,805 82	1,533 41	(272)	0 580%	8	0 90
JULIUS BAER GROUP LTD ADR	(I) CASH	170	JBAXY	9 60390	9 65000	1,632 66	1,640 50	8			0 97
KINGFISHER PLC SPON ADR PAR	(P) CASH	342	KGFHY	9 16000	12 84000	3,132 72	4,391 28	1,259	2 095%	91	2 59
KOMATSU LTD SPON ADR NEW	(E) CASH	83	KMTUY	25 16160	20 58000	2,088 41	1,708 14	(380)	2 157%	36	1 01
KONE OYJ ADR	(E) CASH	72	KNYJY	21 72560	22 60000	1,564 24	1,627 20	63	5 130%	83	0 96
KUBOTA CORP ADR	(C) CASH	29	KUBTY	76 77450	83 60000	2,226 46	2,424 40	198	0 990%	24	1 43
LVMH MOET HENNESSY LOU VUITTON ADR	(J) CASH	125	LVMUY	34 13480	36 59990	4,266 85	4,574 98	308	1 587%	72	2 70
LAS VEGAS SANDS CORP	(K) CASH	42	LVS	55 10000	78 87000	2,314 20	3,312 54	998	1 775%	58	1 95
LULULEMON ATHLETICA INC	(B) CASH	42	LULU	68 33860	59 03000	2,870 22	2,479 26	(391)			1 46
MERCADOLIBRE INC	(P) CASH	15	MELI	98 36470	107 79000	1,475 47	1,616 85	141	0 530%	8	0 95
MICHELIN COMPAGNIE GENERALE DE ADR	(S) CASH	133	MGDDY	17 11310	21 35000	2,276 04	2,839 55	564	2 234%	63	1 67
MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	(I) CASH	491	MTU	6 80000	6 68000	3,338 80	3,279 88	(59)	1 905%	62	1 93
NESTLE S A SPONSORED ADR	(J) CASH	48	NSRGY	72 44630	73 59000	3,477 42	3,532 32	55	2 467%	87	2 08
NOKIA CORP SPONSORED ADR	(M) CASH	103	NOK	8 08670	8 11000	832 93	835 33	2			0 49
NOVARTIS A G SPONSORED ADR	(L) CASH	42	NVS	73 00000	80 38000	3,066 00	3,375 96	310	2 559%	86	1 99
NOVO-NORDISK A S ADR	(L) CASH	24	NVO	167 82000	184 76000	4,027 68	4,434 24	407	1 225%	54	2 61
PT BK MANDIRI PERSERO TBK ADR	(I) CASH	92	PPERY	9 93900	6 46000	914 39	594 32	(320)	2 291%	13	0 35

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Account Number	Financial Advisor	Period Ending
	SCHOENKIN DAVID K - KE4	12/31/13

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PACIFIC RUBIALES ENERGY CORP COM NEW	(C) CASH	129	PEGFF	20 19320	17 26110	2,604 92	2,226 68	(378)	3 823%	85	1 31
PEARSON PLC SPONSORED ADR	(M) CASH	107	PSO	17 67000	22 40000	1,890 69	2,396 80	506	3 205%	76	1 41
PUBLICIS S A NEW SPONSORED ADR	(M) CASH	235	PUBGY	18 45260	22 97000	4,336 35	5,397 95	1,062	0 937%	50	3 18
RECKITT BENCKISER PLC SPONSORED ADR	(L) CASH	217	RBGLY	14 28000	16 09000	3,098 76	3,491 53	393	2 554%	89	2 06
ROCHE HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	(L) CASH	49	RHHBY	61 25980	70 20000	3,001 73	3,439 80	438	2 314%	79	2 03
SABMILLER PLC SPONSORED ADR	(J) CASH	52	SBMRY	51 86770	51 28000	2,697 12	2,666 56	(31)	1 934%	51	1 57
SAP AG SPON ADR	(Q) CASH	23	SAP	77 86000	87 14000	1,790 78	2,004 22	213	0 915%	18	1 18
SCHLUMBERGER LTD	(G) CASH	41	SLB	76 69000	90 11000	3,144 29	3,694 51	550	1 387%	51	2 18
SOUTHERN COPPER CORP	(C) CASH	40	SCCO	34 99000	28 71000	1,399 60	1,148 40	(251)	2 368%	27	0 68
SUMITOMO MITSUI TR HLDGS INC SPONSORED ADR SUBJECT TO CUSTODY FEES	(I) CASH	520	SUTNY	5 14150	5 29000	2,673 58	2,750 80	77	1 448%	39	1 62
SWATCH GROUP AG ADR	(C) CASH	70	SWGAY	28 84000	33 20000	2,018 80	2,324 00	305	0 627%	14	1 37
SYNGENTA AG SPONSORED ADR	(A) CASH	31	SYT	80 97420	79 94000	2,510 20	2,478 14	(32)	2 124%	52	1 46
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	(Q) CASH	138	TSM	18 27270	17 44000	2,521 63	2,406 72	(115)	2 299%	55	1 42
TATA MTRS LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	(S) CASH	53	TTM	25 19850	30 80000	1,335 52	1,632 40	297	0 433%	7	0 96
TENCENT HLDGS LTD ADR	(R) CASH	41	TCEHY	32 20000	64 42000	1,320 20	2,641 22	1,321	0 181%	4	1 56
TOYOTA MOTOR CORP SP ADR REP2COM	(S) CASH	33	TM	112 81000	121 92000	3,722 73	4,023 36	301	1 924%	77	2 37

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Page	Account Number	Financial Advisor	Period Ending
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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
YUM BRANDS INC	(J) CASH	42	YUM	67 75690	75 61000	2,845 79	3,175 62	330	1 957%	62	1 87
SUB-TOTAL COMMON STOCK						**145,724 89**	**164,713.29**	**18,989**		**2,753**	**97.11**
TOTAL EQUITIES						**145,724 89**	**164,713.29**	**18,989**		**2,753**	**97 11**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(I)	19%	FINANCIAL	(P)	6%	RETAIL SERVICES	(Q)	8%	TECHNOLOGY	(N)	3%	PUBLIC SERVICES	(B)	5%	APPAREL & ACCESSORIES
(J)	11%	FOOD & BEVERAGES	(C)	6%	BASIC INDUSTRY	(S)	10%	TRANSPORTATION	(R)	3%	TELECOMMUNICATIONS	(E)	4%	CONSTRUCTION & BLDG
(L)	10%	HEALTHCARE	(K)	2%	GAMING/LODGING	(M)	5%	MEDIA & COMMUNICATION	(G)	2%	ENERGY	(A)	1%	AGRICULTURE

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$150,631.30**	**$169,619.70**	**$18,989**	**1.623%**	**2,764**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** BUY AND SELL TRANSACTIONS **				
12-02	CASH	36	BOUGHT	BANCO BILBAO VIZCAYA ARGENTARI COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 00	11 61	418 22	DEBIT
12-02	CASH	32	BOUGHT	ING GROEP N V COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 00	12 94	414 09	DEBIT
12-02	CASH	29	BOUGHT	INTESA SANPAOLO S P A COMMISSION 0 00 FOREIGN FIN TRAN TAX 0 90	SPON ADR CHARGES/FEES 0 00	14 16	411 79	DEBIT
12-02	CASH	21	BOUGHT	PUBLICIS S A NEW FRENCH FIN TRAN TAX IN SVC CHG COMMISSION 0 00 FOREIGN FIN TRAN TAX 0 93	SPONSORED ADR CHARGES/FEES 0 00	22 03	463 71	DEBIT
12-02	CASH	9	BOUGHT	SABMILLER PLC COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 00	51 56	464 04	DEBIT
12-03	CASH	5	BOUGHT	KUBOTA CORP COMMISSION 0 00	ADR CHARGES/FEES 0 00	86 04	430 23	DEBIT
12-09	CASH	-2	SOLD	CANADIAN NATL RY CO COMMISSION 0 00	CHARGES/FEES 0 01	55 71	111 41	CREDIT
12-09	CASH	-10	SOLD	HSBC HLDGS PLC COMMISSION 0 00	SPON ADR NEW CHARGES/FEES 0 01	54 20	541 99	CREDIT
12-10	CASH	2	BOUGHT	BURBERRY GROUP PLC COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 00	48 99	98 00	DEBIT
12-10	CASH	5	BOUGHT	BURBERRY GROUP PLC COMMISSION 0 00	SPONSORED ADR CHARGES/FEES 0 00	48 95	244 76	DEBIT

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	12,760 5000	ADLXX	1 00000	1 00000	12,760 50	12,760 50	0 020%	2	7 23
TOTAL MONEY MARKET FUNDS						**12,760 50**	**12,760.50**		**2**	**7.23**

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R) CASH	130	T	35 49990	35 16000	4,614 99	4,570 80	(44)	5 233%	239	2 59
ALTRIA GROUP INC	(C) CASH	150	MO	34 10990	38 39000	5,116 49	5,758 50	642	5 001%	288	3 26
ASTRAZENECA PLC SPONSORED ADR	(L) CASH	90	AZN	47 88990	59 37000	4,310 09	5,343 30	1,033	4 716%	252	3 03
BCE INC COM NEW	(R) CASH	100	BCE	44 18090	43 29000	4,418 09	4,329 00	(89)	5 167%	223	2 45
BOEING CO	(S) CASH	50	BA	76 52000	136 49000	3,826 00	6,824 50	2,999	2 139%	146	3 87
CHEVRON CORP NEW	(G) CASH	40	CVX	115 87000	124 91000	4,634 80	4,996 40	362	3 202%	160	2 83
CISCO SYS INC	(R) CASH	195	CSCO	21 86370	22 43000	4,263 43	4,373 85	110	3 031%	132	2 48
CONOCOPHILLIPS	(G) CASH	80	COP	57 87990	70 65000	4,630 39	5,652 00	1,022	3 906%	220	3 20
DIAGEO P L C SPON ADR NEW	(J) CASH	30	DEO	117 64000	132 42000	3,529 20	3,972 60	443	2 264%	89	2 25
DIAMOND OFFSHORE DRILLING INC	(G) CASH	70	DO	70 52060	56 92000	4,936 44	3,984 40	(952)	0 878%	35	2 26
DOMINION RES INC VA NEW	(G) CASH	60	D	54 38000	64 69000	3,262 80	3,881 40	619	3 478%	135	2 20
DU PONT E I DE NEMOURS & CO	(C) CASH	80	DD	47 70990	64 97000	3,816 79	5,197 60	1,381	2 770%	144	2 94
GENERAL ELECTRIC CO	(R) CASH	190	GE	22 59990	28 03000	4,293 98	5,325 70	1,032	3 139%	167	3 02

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GENUINE PARTS CO	(P) CASH	50	GPC	68 94000	83 19000	3,447 00	4,159 50	713	2 584%	107	2 36
HCP INC REIT	(I) CASH	100	HCP	46 46990	36 32000	4,646 99	3,632 00	(1,015)	5 781%	210	2 06
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	70	HSBC	55 56990	55 13000	3,889 89	3,859 10	(31)	4 353%	168	2 19
HEALTH CARE REIT INC REIT	(I) CASH	70	HCN	62 08990	53 57000	4,346 29	3,749 90	(596)	5 712%	214	2 12
INTEL CORP	(Q) CASH	220	INTC	21 22990	25 95500	4,670 58	5,710 10	1,040	3 467%	198	3 23
JPMORGAN CHASE & CO COM	(I) CASH	60	JPM	48 35980	58 48000	2,901 59	3,508 80	607	2 599%	91	1 99
JOHNSON & JOHNSON	(L) CASH	70	JNJ	74 67990	91 59000	5,227 59	6,411 30	1,184	2 882%	184	3 63
KIMBERLY CLARK CORP	(F) CASH	40	KMB	90 17000	104 46000	3,606 80	4,178 40	572	3 101%	129	2 37
LILLY ELI & CO	(L) CASH	80	LLY	54 22990	51 00000	4,338 39	4,080 00	(258)	3 843%	156	2 31
MERCK & CO INC NEW	(L) CASH	130	MRK	41 37990	50 05000	5,379 39	6,506 50	1,127	3 516%	228	3 69
METLIFE INC	(I) CASH	85	MET	40 50990	53 92000	3,443 34	4,583 20	1,140	2 040%	93	2 60
MICROSOFT CORP	(Q) CASH	170	MSFT	27 58990	37 41000	4,690 28	6,359 70	1,669	2 993%	190	3 60
NEXTERA ENERGY INC	(T) CASH	60	NEE	72 15980	85 62000	4,329 59	5,137 20	808	3 083%	158	2 91
PHILIP MORRIS INTL INC	(C) CASH	50	PM	87 70000	87 13000	4,385 00	4,356 50	(29)	4 315%	188	2 47
RAYTHEON CO COM NEW	(Q) CASH	80	RTN	53 29990	90 70000	4,263 99	7,256 00	2,992	2 425%	176	4 11
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	70	RDSB	69 98040	75 11000	4,898 63	5,257 70	359	4 792%	252	2 98
3M CO	(L) CASH	40	MMM	101 56000	140 25000	4,062 40	5,610 00	1,548	2 438%	136	3 18
TRAVELERS COMPANIES INC	(I) CASH	50	TRV	78 79000	90 54000	3,939 50	4,527 00	588	2 208%	100	2 56
UNILEVER N V N Y SHS NEW	(J) CASH	100	UN	40 14990	40 23000	4,014 99	4,023 00	8	2 948%	118	2 28

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VODAFONE GROUP PLC NEW SPONS ADR NEW SUBJECT TO CUSTODY FEES	(R) CASH	170	VOD	26 84890	39 31000	4,564 32	6,682 70	2,118	4 043%	270	3 78
SUB-TOTAL COMMON STOCK						**140,700.04**	**163,798.65**	**23,102**		**5,606**	**92 77**
TOTAL EQUITIES						**140,700.04**	**163,798.65**	**23,102**		**5,606**	**92 77**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(R) 15% TELECOMMUNICATIONS	(C) 9% BASIC INDUSTRY	(L) 17% HEALTHCARE	(S) 4% TRANSPORTATION	(G) 14% ENERGY
(J) 4% FOOD & BEVERAGES	(P) 2% RETAIL SERVICES	(I) 14% FINANCIAL	(Q) 11% TECHNOLOGY	(F) 2% CONSUMER GOODS
(T) 3% UTILITIES				

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	**$153,460.54**	**$176,559 15**	**$23,102**	**3 176%**	**5,608**	**100%**

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount
				** MISCELLANEOUS ACTIVITY **			
12-11	CASH	100	FRGN TAX PAID	UNILEVER N V NON-RESIDENT TAX RATE 15 00	N Y SHS NEW R/DTE 11/08/13 P/DTE 12/11/13		5 51 DEBIT
				Net Miscellaneous Credits/Debits			**$5.51 DEBIT**

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount
				** INCOME ACTIVITY **			
12-02	CASH	80	DIVIDENDS ON	CONOCOPHILLIPS	R/DTE 10/15/13 P/DTE 12/02/13		55 20 CREDIT
12-02	CASH	70	DIVIDENDS ON	DIAMOND OFFSHORE DRILLING INC	R/DTE 11/05/13 P/DTE 12/02/13		52 50 CREDIT
12-02	CASH	70	DIVIDENDS ON	DIAMOND OFFSHORE DRILLING INC	R/DTE 11/05/13 P/DTE 12/02/13		8 75 CREDIT
12-02	CASH	220	DIVIDENDS ON	INTEL CORP	R/DTE 11/07/13 P/DTE 12/02/13		49 50 CREDIT
12-06	CASH	50	DIVIDENDS ON	BOEING CO	R/DTE 11/08/13 P/DTE 12/06/13		24 25 CREDIT
12-10	CASH	40	DIVIDENDS ON	CHEVRON CORP NEW	R/DTE 11/18/13 P/DTE 12/10/13		40 00 CREDIT
12-10	CASH	70	DIVIDENDS ON	JOHNSON & JOHNSON	R/DTE 11/26/13 P/DTE 12/10/13		46 20 CREDIT
12-10	CASH	80	DIVIDENDS ON	LILLY ELI & CO	R/DTE 11/15/13 P/DTE 12/10/13		39 20 CREDIT
12-11	CASH	70	DIVIDENDS ON	HSBC HLDGS PLC R/DTE 10/25/13 P/DTE 12/11/13	SPON ADR NEW		35 00 CREDIT
12-11	CASH	100	DIVIDENDS ON	UNILEVER N V R/DTE 11/08/13 P/DTE 12/11/13	N Y SHS NEW		36 78 CREDIT
12-12	CASH	170	DIVIDENDS ON	MICROSOFT CORP	R/DTE 11/21/13 P/DTE 12/12/13		47 60 CREDIT
12-12	CASH	40	DIVIDENDS ON	3M CO	R/DTE 11/22/13 P/DTE 12/12/13		25 40 CREDIT

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*

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

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

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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 ▶ SUSAN CARSON
  21078 LONG GROVE ROAD - KILDEER, IL 60047
  Telephone No ▶ (630) 896-6110 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______________ , and ending ______________

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 10,295.
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	3b	$ 4,340.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 5,955.

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

• 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).

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 CARSON FAMILY FOUNDATION C/O SUSAN CARSON	Employer identification number (EIN) or 36-4478861
	Number, street, and room or suite no If a P O box, see instructions. 21078 LONG GROVE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KILDEER, IL 60047	

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-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 ▶ SUSAN CARSON
21078 LONG GROVE ROAD - KILDEER, IL 60047

Telephone No. ▶ (630) 896-6110 Fax No ▶

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

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ________, and ending ________

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	8a	$ 10,295.
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	8b	$ 10,295.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶