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

2013

Department of the Treasury
Internal Revenue Service

▶ 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.

For calendar year 2013, or tax year beginning , 2013, and ending

Name of foundation Amon G. Carter Foundation		A Employer identification number 75-6000331
Number and street (or P.O. box number if mail is not delivered to street address) P. O. Box 1036		B Telephone number (see the instructions) (817) 332-2783
City or town, state or province, country, and ZIP or foreign postal code Fort Worth TX 76101-1036		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 599,861,530.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

SCANNED NOV 24 2014

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ▶ <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	29,594.	29,594.		
	4 Dividends and interest from securities #4	9,468,242.	9,480,376.		
	5a Gross rents	54,153.	54,153.		
	b Net rental income or (loss) 11,719.				
	6a Net gain/(loss) from sale of assets not on line 10	14,792,569.			
	b Gross sales price for all assets on line 6a 41,113,437.				
	7 Capital gain net income (from Part IV, line 2)		14,330,213.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
Sch 5	18,436,909.	18,472,313.			
12 Total. Add lines 1 through 11	42,781,467.	42,366,649.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	995,640.	572,718.		422,922.
	14 Other employee salaries and wages	169,440.	60,774.		108,666.
	15 Pension plans, employee benefits	239,024.	130,634.		108,390.
	16a Legal fees (attach schedule) Sch .6.	23,765.	12,833.		10,932.
	b Accounting fees (attach sch) Sch .6.	41,000.	22,140.		18,860.
	c Other prof fees (attach sch) Sch .6.	610,195.	599,954.		10,241.
	17 Interest				
	18 Taxes (attach Schedule (see instrs)) Sch .5.	2,403,481.	1,676,881.		
	19 Depreciation (attach sch) and depletion Sch .6.	594,835.	570,170.		
	20 Occupancy	110,113.	59,461.		50,652.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
Sch 5	2,585,883.	2,331,109.		75,106.	
24 Total operating and administrative expenses. Add lines 13 through 23	7,773,376.	6,036,674.		805,769.	
25 Contributions, gifts, grants paid	25,056,249.			25,056,249.	
26 Total expenses and disbursements. Add lines 24 and 25	32,829,625.	6,036,674.		25,862,018.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	9,951,842.				
b Net investment income (if negative, enter -0-).		36,329,975.			
c Adjusted net income (if negative, enter -0-).					

914-17-30

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		132,292.	342,854.	342,854.
	2	Savings and temporary cash investments		49,405,412.	40,790,230.	40,790,230.
	3	Accounts receivable ▶ 0.				
		Less: allowance for doubtful accounts ▶ 0.		23,069.	0.	0.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) Sch .8.		9,600,441.	8,725,802.	9,081,122.
		b Investments — corporate stock (attach schedule) . Sch .9.		82,656,226.	87,630,152.	241,815,439.
		c Investments — corporate bonds (attach schedule) . Sch .11.		46,659,598.	38,509,522.	38,914,523.
	11	Investments — land, buildings, and equipment: basis ▶ 29,849,827.				
	Less accumulated depreciation (attach schedule) . . . Sch .12. ▶ 18,234,977.		12,164,016.	11,614,850.	70,361,534.	
12	Investments — mortgage loans		9,354,567.	10,554,567.	10,554,567.	
13	Investments — other (attach schedule) . . Sch .14.		109,065,410.	126,447,487.	187,826,211.	
14	Land, buildings, and equipment: basis ▶ 2,909,822.					
	Less accumulated depreciation (attach schedule) . . . Sch .15. ▶ 2,585,562.		369,929.	324,260.	61,360.	
15	Other assets (describe ▶ Sch 16)		51,860,236.	56,314,207.	113,690.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		371,291,196.	381,253,931.	599,861,530.	
LIABILITIES	17	Accounts payable and accrued expenses			7,323.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ Sch 16)		2,267,641.	2,271,212.	
	23	Total liabilities (add lines 17 through 22)		2,267,641.	2,278,535.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X					
	27	Capital stock, trust principal, or current funds		333,721,714.	353,247,833.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		35,301,841.	25,727,563.		
30	Total net assets or fund balances (see instructions)		369,023,555.	378,975,396.		
31	Total liabilities and net assets/fund balances (see instructions).		371,291,196.	381,253,931.		

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	369,023,555.
2	Enter amount from Part I, line 27a	2	9,951,842.
3	Other increases not included in line 2 (itemize) ▶ Schedule 16	3	0.
4	Add lines 1, 2, and 3	4	378,975,397.
5	Decreases not included in line 2 (itemize) ▶ Schedule 16	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	378,975,396.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a Schedule 1			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,651,081.		26,320,868.	14,330,213.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			14,330,213.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	14,330,213.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	24,495,763.	510,055,081.	0.048026
2011	24,023,837.	498,712,692.	0.048172
2010	25,710,617.	455,375,949.	0.056460
2009	29,428,253.	395,320,527.	0.074442
2008	23,198,624.	466,520,149.	0.049727

2 Total of line 1, column (d)	2	0.276827
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055365
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	570,061,743.
5 Multiply line 4 by line 3	5	31,561,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	363,300.
7 Add lines 5 and 6.	7	31,924,768.
8 Enter qualifying distributions from Part XII, line 4	8	30,362,018.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 8,400, with 8,400 refunded.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state registrations. Marked with 'Yes' or 'No' and 'X'.

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A	
6 b		X
7 b	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 17	Schedule 17	926,640.	214,766.	22,899.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry L. Woodfin 201 Main St, Suite 1945 Fort Worth TX 76102	Grant Adm Assistant 42.50	79,260.	25,438.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm & Accounting Ass:stant 42.50	82,320.	26,624.	0.

Total number of other employees paid over \$50,000 None

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fisher Investments 13100 Skyline Blvd. Woodside CA 94062	Fund Management	483,349.
BNY Mellon Asset Servicing One BNY Mellon Center Pittsburgh PA 15258	Custodian of Assets	85,532.

Total number of others receiving over \$50,000 for professional services		None

Part IX A Summary of Direct Charitable Activities

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

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

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

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	332,809,673.
b	Average of monthly cash balances	1 b	52,107,838.
c	Fair market value of all other assets (see instructions)	1 c	193,825,375.
d	Total (add lines 1a, b, and c)	1 d	578,742,886.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Schedule 20	1 e	623,176.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	578,742,886.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,681,143.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	570,061,743.
6	Minimum investment return. Enter 5% of line 5	6	28,503,087.

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	28,503,087.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	726,600.
2 b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
2 c	Add lines 2a and 2b	2 c	726,600.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,776,487.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,776,487.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,776,487.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	25,862,018.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	4,500,000.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,362,018.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,362,018.

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				27,776,487.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20__ , 20__ , 20__		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	324,310.			
b From 2009	10,014,075.			
c From 2010	3,466,573.			
d From 2011	0.			
e From 2012	0.			
f Total of lines 3a through e	13,804,958.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 30,362,018.				
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				27,776,487.
e Remaining amount distributed out of corpus	2,585,531.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,390,489.			
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 instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	324,310.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	16,066,179.			
10 Analysis of line 9:				
a Excess from 2009	10,014,075.			
b Excess from 2010	3,466,573.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	2,585,531.			

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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

None

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

None

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

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

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

Mr. John H. Robinson
P. O. Box 1036
Fort Worth TX 76101-1036 (817) 332-2783

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

Initial approach by letter, one copy of proposal

c Any submission deadlines

None

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

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

Part XV Supplementary Information (continued)

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

Recipient 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 Schedule 18				
Total				3 a 25,056,249.
b Approved for future payment Schedule 19				
Total				3 b 26,821,000.

Installment Sale Income

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Use a separate form for each sale or other disposition of property on the installment method.
▶ Information about Form 6252 and its instructions is at www.irs.gov/form6252.

2013
Attachment
Sequence No. **79**

Name(s) shown on return: **Amon G. Carter Foundation** Identifying number: **75-6000331**

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

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

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

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

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

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

- 27 Name, address, and taxpayer identifying number of related party
- 28 Did the related party resell or dispose of the property ("second disposition") during this tax year? Yes No
- 29 If the answer to question 28 is "Yes," complete lines 30 through 37 below unless one of the following conditions is met. Check the box that applies.
 - a The second disposition was more than 2 years after the first disposition (other than dispositions of marketable securities). If this box is checked, enter the date of disposition (mm/dd/yyyy) ▶
 - b The first disposition was a sale or exchange of stock to the issuing corporation.
 - c The second disposition was an involuntary conversion and the threat of conversion occurred after the first disposition.
 - d The second disposition occurred after the death of the original seller or buyer.
 - e It can be established to the satisfaction of the IRS that tax avoidance was not a principal purpose for either of the dispositions. If this box is checked, attach an explanation (see instructions).
- 30 Selling price of property sold by related party (see instructions)
- 31 Enter contract price from line 18 for year of first sale
- 32 Enter the smaller of line 30 or line 31
- 33 Total payments received by the end of your 2013 tax year (see instructions)
- 34 Subtract line 33 from line 32. If zero or less, enter -0-
- 35 Multiply line 34 by the gross profit percentage on line 19 for year of first sale
- 36 Enter the part of line 35 that is ordinary income under the recapture rules (see instructions)
- 37 Subtract line 36 from line 35. Enter here and on Schedule D or Form 4797 (see instructions)

SCHEDULE 1

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

Line 1--See Schedule 2 and Schedule 3

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

	<u>Sales Price</u>	<u>Basis</u>	<u>Gain/(Loss)</u>
Short-term capital gain (Schedule 2)	2,794,572	3,034,894	(240,322)
Long-term capital gain (Schedule 3)	37,856,509	23,285,974	14,570,535
	<u>40,651,081</u> *	<u>26,320,868</u>	<u>14,330,213</u> **

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

Page 1, Part I, Line 6b--Gross sales price for all assets on line 6a	41,113,437
Less nontaxable gain on partnership	(1,166,118)
Less UBI gain reported on 990-T	0
Plus partnership taxable gain not booked	<u>703,762</u>
Page 3, Part IV, Line 1(e)--Gross sales price	<u>40,651,081</u>

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

Page 1, Part I, Line 6a--Net gain/(loss) from sale of assets	14,792,569
Less nontaxable gain on partnerships	(1,166,118)
Plus nondeductible loss on partnerships	0
Plus nondeductible loss on corporate bond	0
Plus UBI capital loss reported on 990-T	0
Less UBI capital gain on 990-T	0
Plus partnership taxable gain not booked	703,762
Plus non investment portion of loss on disposal of office equipment	0
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>14,330,213</u>

AMON G. CARTER FOUNDATION

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SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Partnership	Apogee Fund, LP--per K-1				2,567,853	2,365,551	202,302
Partnership	Bravo Equity Partners II, LP--per K-1					615,561	(615,561)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1					1,469	(1,469)
Partnership	Parallel 2005 Equity Fund, LP--per K-1					45,563	(45,563)
Partnership	Satori Alpha, LP--per K-1				137,290	6,750	(6,750)
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				78,542		78,542
Partnership	TSG5 AIV II LP--per K-1				10,887		10,887
Total to Schedule 1					2,794,572	3,034,894	(240,322)

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SCHEDULE 3

Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)	FMV	Basis	Excess	Gain (Loss)
Publicly traded securities		P		Var 13	16,912,166	13,995,917	2,916,249				2,916,249
LLC	84 4928 units--Global Undervalued Securities Fund, Ltd	P	1/31/03	1/11/13	2,347,995	1,000,000	1,347,995				1,347,995
LLC	86 7973 units--Global Undervalued Securities Fund, Ltd	P	4/01/03	1/11/13	2,412,035	1,000,000	1,412,035				1,412,035
LLC	183 6256 units--Global Undervalued Securities Fund, Ltd	P	11/03/03	1/11/13	5,102,825	3,000,000	2,102,825				2,102,825
LLC	223 4323 units--Global Undervalued Securities Fund, Ltd	P	2/02/04	1/11/13	6,209,025	4,000,000	2,209,025				2,209,025
Partnership	Apogee Fund, LP--per K-1				2,496,064		2,496,064				2,496,064
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				246,467		246,467				246,467
Partnership	Gardens of Connemara, Ltd--per K-1					164,073	(164,073)				(164,073)
Partnership	Parallel 2005 Equity Fund, LP--per K-1				993,989		993,989				993,989
Partnership	PEP-Nova Media Partners, LP--per K-1				13,714		13,714				13,714
Partnership	PNL Institutional Partners, LP--per K-1				155,490		155,490				155,490
Partnership	PTV Sciences II, LP--per K-1				703,762		703,762				703,762
Partnership	Satori Alpha, LP--per K-1				13,669		13,669				13,669
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				227,266		227,266				227,266
Partnership	TSG4 LP--per K-1				8,321		8,321				8,321
Partnership	TSG5 LP--per K-1					125,984	(125,984)				(125,984)
Partnership	VSS Communications Partners IV, LP--per K-1				13,721		13,721				13,721
	Total to Schedule 1				37,856,509	23,285,974	14,570,535	0	0	0	14,570,535

SCHEDULE 4

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

Line 4, Column (a)--Dividends and LT inv interest per books	9,468,242
Plus taxable partnership dividends not booked	0
Plus taxable partnership interest not booked	12,140
Less dividend from partnership to be reported on 990-T	(1)
Less booked dividends from partnership not taxable	0
Less tax-exempt interest from partnership	0
Less interest from partnerships to be reported on 990-T	(5)
Line 4, Column (b)--Dividends and interest--Net investment income	<u>9,480,376</u>

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SCHEDULE 5

<u>Other Income</u>	990-PF Part I, Col (a)	Plus Tax/Book Differences	Less Non Taxable Income	Less Amount To 990-T	990-PF Part I, Col (b)
Lease bonuses and delay rentals	636,334				636,334
Miscellaneous income	4,123				4,123
Oil and gas royalties	17,316,169				17,316,169
Other partnership income	480,283	(304,135)	15,552	(355,091)	515,687
Total, Page 1, Line 11	18,436,909	(304,135)	15,552	(355,091)	18,472,313

<u>Taxes</u>	990-PF Part I Col (a)	Non Deductible Taxes	Less Amount To 990-T	990-PF Part I Col (b)
Ad valorem tax--				
Oil and gas properties	580,306			580,306
Real estate properties	179,644			179,644
Federal excise tax	726,600	726,600		0
Federal income tax	0	0		0
Oil and gas production tax	927,191			927,191
Withheld foreign tax and other	(10,260)			(10,260)
Total, Page 1, Line 18	2,403,481	726,600	0	1,676,881

<u>Other Expenses</u>	990-PF Part I, Col (a)	Tax/Book Differences	Non Deductible Expense	990-PF Part I, Col (b)	990-PF Part I, Col (d)
Asset maintenance	51,917			28,850	23,067
Grant administrative expense	30,000				30,000
Meals and entertainment	22,219		11,110	6,331	4,778
Non deductible expense	6,462		6,462		
Office expense	85,272			68,011	17,261
Other investment expense	5,833			5,833	
Overriding royalties	21,849			21,849	
Partnership expense	2,362,331	58,736	220,832	2,200,235	
Total, Page 1, Line 23	2,585,883	58,736	238,404	2,331,109	75,106

SCHEDULE 6

	990-PF Part I, Col (a)	990-PF Part I, Col (b)	990-PF Part I, Col (d)
<u>Legal Fees</u>			
Legal counsel relating to contracts, general correspondence and litigation	23,765	12,833	10,932
Total, Page 1, Line 16a	<u>23,765</u>	<u>12,833</u>	<u>10,932</u>
<u>Accounting Fees</u>			
Audit	33,000	17,820	15,180
Tax return	8,000	4,320	3,680
Total, Page 1, Line 16b	<u>41,000</u>	<u>22,140</u>	<u>18,860</u>
<u>Other Professional</u>			
Computer consulting	14,657	7,915	6,742
Investment custodian fee	85,532	85,532	0
Investment management fee	483,349	483,349	0
Retirement plan consulting	7,607	4,108	3,499
Real estate consulting and appraisal	19,050	19,050	0
Total, Page 1, Line 16c	<u>610,195</u>	<u>599,954</u>	<u>10,241</u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	38,897	21,004	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	6,772	0	0
Depletion (Schedule 7B)	549,166	549,166	0
Total, Page 1, Line 19	<u>594,835</u>	<u>570,170</u>	<u>0</u>

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SCHEDULE 7

Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/13	2013 Depreciation	Accumulated Depreciation @ 12/31/13
General Office Furniture & Equipment								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	464	0	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,676	298	1,974
2007	DLP projector	20.00% SL	866	0	866	866	0	866
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	8,844	0	8,844
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	11,657	0	11,657
2008	Office remodeling	14.29% SL	149,324	0	149,324	96,021	21,338	117,359
2008	Television	20.00% SL	871	0	871	783	88	871
2008	Refrigerator	20.00% SL	974	0	974	878	96	974
2009	Office furnishings	14.29% SL	16,223	0	16,223	8,113	2,318	10,431
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	3,248	928	4,176
2010	Ford Taurus automobile	20.00% SL	29,636	0	29,636	15,558	5,927	21,485
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	16,796	7,904	24,700
			<u>512,332</u>	<u>50</u>	<u>512,282</u>	<u>412,083</u>	<u>38,897</u>	<u>450,980</u>

Accumulated Depreciation per Schedule 7

Rounding difference

Accumulated Depreciation to Part II, Balance Sheet End of Year

450,980

(7)

450,973

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SCHEDULE 7A

Schedule of Depreciation:

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

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/13	2013 Depreciation	Accumulated Depreciation @ 12/31/13
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	2,867	819	3,686
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			<u>2,067,692</u>	<u>0</u>	<u>2,067,692</u>	<u>2,029,594</u>	<u>819</u>	<u>2,030,413</u>
1996	Bldg Imprv--East facade renovation	3 00% SL	198,431	0	198,431	98,225	5,953	104,178
			<u>198,431</u>	<u>0</u>	<u>198,431</u>	<u>98,225</u>	<u>5,953</u>	<u>104,178</u>
	Grand Total		<u>2,397,490</u>	<u>131,367</u>	<u>2,266,123</u>	<u>2,127,819</u>	<u>6,772</u>	<u>2,134,591</u>

Accumulated Depreciation per Schedule 7A

Rounding difference

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

2,134,591

(2)

2,134,589

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SCHEDULE 7B

Schedule of Cost Depletion

Oil and Gas Interest	Production	Reserves	Basis	Depletion
Texas Co, Oklahoma				
Oil	10	1,166	16,867	144
Sweetwater Co, WY				
Gas	284	20,886	36,378	494
Lincoln Co, WY				
Oil	11	18,195	2,413	1
Duchesne Co, UT				
Oil	851	10,201	85,747	7,151
Gas	453	2,380	3,368	641
Lea Co, NM				
Gas	223	20,007	24,752	276
Fort Bend Co, TX				
Gas	6,717	97,632	173,696	11,950
Chavez et al Cos, NM				
Oil	129	7,182	65,296	1,173
Gas	65	14,347	12,127	55
Tuscaloosa Co, AL				
Gas	48,550	364,296	621,512	82,830
Ventura Co, CA				
Oil	27,522	29,675	384,038	356,172
Bossier Parish, LA				
Gas	33,964	197,103	512,315	88,279
				<u>549,166</u>

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SCHEDULE 8

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

Description and Par Value	Interest Rate	Maturity	Cost or Other Basis	Market Value	
Collateralized Mtg. Obligations					
FHLMC 2182 SE	317,997	Var %	05/28	4,478	4,481
FHLMC 2591 IY	1,234,491	5.000%	03/18	69,934	89,217
FHLMC 4028 VI IO	1,009,883	4.000%	03/25	196,769	205,824
FNMA ARMS 770993	491,420	Var %	04/34	497,870	523,834
FNMA 94-50 F	515,402	Var %	03/24	524,860	541,357
FNMA 07-83 AB	494,388	Var %	08/37	504,276	567,637
FNMA 07-88 CI IO	4,202,204	Var %	09/37	580,265	563,516
FNMA 10-9 AS	3,787,014	Var %	01/40	480,625	512,307
FNMA 11-149 MS IO	6,027,706	Var %	11/41	1,028,703	915,428
FNMA 12-39 SE IO	6,258,062	Var %	04/42	1,175,633	1,210,872
FNMA 12-83 LI	1,900,373	4.500%	04/41	328,217	402,575
FNMA 12-104 PI IO	4,850,785	4.500%	03/42	776,182	948,280
FNMA Aces 95-M2 N	88,345	1.054%	05/28	237	5,121
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,422,637
GSR MLT 04-12 2A3	1,225,256	Var %	12/34	992,453	1,168,036
Total Page 2, Part II, line 10a (b) & (c)				<u>8,725,802</u>	<u>9,081,122</u>

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SCHEDULE 9

<u>Investments--Corporate Stocks Summary</u>	<u>Cost or Other Basis</u>	<u>Market Value</u>
Common and Preferred Stocks:		
Traded (Schedule 10)	47,007,051	169,690,532
Fisher Investments (Schedule 10A)	40,623,100	66,516,328
Non-traded--Mereken Land & Production Co.	1	5,608,579
Total Page 2, Part II, Line 10b (b)	<u>87,630,152</u>	
Total Page 2, Part II, Line 10b (c)		<u>241,815,439</u>

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SCHEDULE 10

Schedule of Common Stocks--Traded

Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	1,795,270
90,000	Bank of America	654,251	1,401,300
50,000	BHP Billiton	794,985	3,410,000
100,000	Bristol Myers Squibb	1,796,890	5,315,000
15,000	Celgene	578,210	2,534,520
35,000	Chevron	1,869,643	4,371,850
85,000	Comcast	2,069,691	4,417,025
40,000	Du Pont De Nemours	1,581,750	2,598,800
52,806	Exxon Mobil	157,461	5,343,967
50,000	Freeport-McMoRan Copper & Gold	1,722,124	1,887,000
150,000	General Electric	208,825	4,204,500
50,000	Halliburton	1,708,165	2,537,500
50,000	Hartford Financial Services	1,100,194	1,811,500
30,000	Home Depot	1,152,000	2,470,200
50,000	Honeywell International	1,728,000	4,568,500
50,000	I.B.M. Corporation	1,336,528	9,378,500
25,000	Integrys Energy Group	827,923	1,360,250
66,000	JPMorgan Chase	1,899,913	3,859,680
60,000	Johnson & Johnson	198,897	5,495,400
120,000	L Brands	1,228,638	7,422,000
80,000	Microsoft	2,362,676	2,992,800
80,000	Occidental Petroleum	919,200	7,608,000
90,000	Pepsico	423,708	7,464,600
105,000	Pfizer	622,813	3,216,150
100,000	Philip Morris Int'l	831,520	8,713,000
60,000	Potash Corp of Saskatchewan	1,825,512	1,977,600
90,000	Procter & Gamble	320,034	7,326,900
70,000	Royal Bank Canada	1,660,400	4,706,100
50,000	Sandisk	2,248,735	3,527,000
20,000	Stryker	924,000	1,502,800
60,000	Target	1,682,400	3,796,200
25,000	TE Connectivity Ltd	598,645	1,377,750
70,000	Texas Instruments	2,088,657	3,073,700
12,550	Time Warner Cable	443,458	1,700,525
160,713	Unilever N.V.	246,958	6,465,484
120,000	United Technologies	664,795	13,656,000
25,000	UnitedHealth Group	1,298,375	1,882,500
27,890	Veolia Environnement	570,457	456,280
109,375	Vodafone Group PLC	512,327	4,299,531
17,500	Whirlpool	1,321,229	2,745,050
75,000	Worthington Inds	1,264,192	3,156,000
20,000	Zimmer Holdings	1,360,998	1,863,800
Total to Schedule 9		47,007,051	169,690,532

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SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
14,100	Acadia Realty Trust	355,829	350,103
28,600	American Equity Investment LIF	545,780	754,468
11,030	Anixter Intl Inc	361,657	990,935
30,476	Ascena Retail Group Inc	459,996	644,872
5,200	Atlas Air Worldwide Holdings	204,430	213,980
13,400	Avista Corp	247,354	377,746
37,800	BancorpSouth Inc	764,055	960,876
5,000	Beacon Roofing Supply Inc	196,852	201,400
3,870	Bio-Rad Laboratories Inc	213,509	478,371
18,500	Biomed Realty Trust Inc	353,829	335,220
6,200	Boston Beer Co Inc	706,605	1,499,098
20,500	Cabela's Inc	491,095	1,366,530
77,200	CapitalSource Inc	715,055	1,109,364
33,500	Capitol Federal Financial Inc	398,659	405,685
6,600	Cleco Corp	183,238	307,692
9,730	Corporate Office Properties Tr	435,639	230,504
40,100	Darling International Inc	691,504	837,288
21,160	Domino's Pizza Inc	698,168	1,473,794
3,400	Dril-Quip Inc	233,805	373,762
16,900	DuPont Fabros Technology Inc	438,390	417,599
34,500	East West Bancorp Inc	503,885	1,206,465
34,300	Education Realty Trust Inc	352,432	302,526
20,200	Elizabeth Arden Inc	869,627	716,090
55,600	Fairchild Semiconductor International Inc	487,503	742,260
14,600	FEI Company	382,542	1,304,656
43,000	Fifth & Pacific Co Inc	528,645	1,379,010
56,145	Finisar Corp	837,066	1,342,988
42,000	FirstMerit Corp	713,317	933,660
27,905	Glacier Bancorp Inc	546,243	831,290
10,700	Heartland Express Inc	202,841	209,934
9,950	Helmerich & Payne	135,015	836,596
19,600	Hill-Rom Holdings Inc	569,267	810,264
5,100	Hub Group Inc	199,089	203,388
9,650	Idacorp Inc	300,408	500,256
12,095	Ingredion Inc	364,824	828,024
81,675	Janus Capital Group Inc	668,347	1,010,320
17,767	Jarden Corp	280,764	1,090,005
6,300	Kansas City Southern	114,427	780,129
18,700	Lazard Ltd -A-	710,529	847,484
12,200	Lincoln Electric Holdings Inc	355,749	870,348
12,600	Mack-Cali Realty Corp	350,124	270,648
13,600	Meredith Corp	486,213	704,480
12,700	Meritage Homes Corp	545,803	609,473
9,500	Mid America Apartment Cmnty Inc	505,375	577,030
6,665	MSC Industrial Direct Inc Cl A	161,660	538,999
8,685	Mueller Industries	300,456	547,242
12,595	National Retail Ppty Inc	298,770	382,006
36,000	NCR Corp	502,830	1,226,160
12,500	Netgear Inc	487,956	411,750
3,220	Northwest Natural Gas Co	154,548	137,880

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
8,600	Oceanering International Inc	106,696	678,368
40,000	Omnivision Technologies Inc	643,367	688,000
14,900	Outerwall Inc	799,738	1,002,323
24,615	Parexel International Corp	577,843	1,112,106
5,820	Perrigo Co	905,301	893,137
13,280	Plexus Corp	289,155	574,891
126,580	PMC - Sierra Inc	871,337	813,909
16,680	Prosperity Bancshares Inc	817,334	1,057,345
19,785	Protective Life Corp	397,269	1,002,308
21,700	Raymond James Financial Inc	285,477	1,132,523
6,430	Regal Beloit Corp	265,515	474,020
23,000	RJL Lodging Trust	547,653	559,360
29,900	Ryland Group Inc	651,866	1,297,959
34,930	Sally Beauty Holdings Inc	229,148	1,055,934
5,300	Schein, Henry Inc	104,411	605,578
15,300	Scotts Miracle-Gro Co	583,266	951,966
21,900	Senior Housing Properties Tr	455,710	486,837
23,000	Sotheby's	778,221	1,223,600
12,800	Sovran Self Storage Inc	602,591	834,176
17,345	Steris Corp	521,322	833,427
69,360	Susquehanna Bancshares Inc	706,976	890,582
16,200	SVB Finl Group	519,179	1,698,732
7,400	Teledyne Technologies Inc	109,962	679,764
10,710	Toro Company	194,928	681,156
10,500	Treehouse Foods Inc	562,291	723,660
111,400	Triquint Semiconductor Inc	619,430	929,076
26,080	Veeco Instruments Inc	822,048	858,293
50,800	Vishay Intertechnology Inc	691,310	673,608
25,000	Waddell & Reed Finl Inc	676,382	1,628,000
37,565	Webster Finl Corp	937,890	1,171,277
17,400	West Pharmaceutical Services	462,867	853,644
11,665	Westamerica Bancorp	531,870	658,606
18,600	Wintrust Financial Corp	770,106	857,832
33,100	Wright Medical Group Inc	535,755	1,016,501
	Total Stocks	40,185,918	66,079,146
	JP Morgan US Tr Inc	437,182	437,182
	BMCR--Late Money Dep Acct	0	0
	Cash--pending settlement	0	0
	Total Cash	437,182	437,182
	GRAND TOTAL (Schedule 9)	40,623,100	66,516,328

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 11

Schedule of Corporate Bonds and Debentures

Par Value	Description	Interest Rate	Maturity	Cost or Other Basis	Market Value
2,000,000	Bank of America	5.490%	03/19	2,052,766	2,214,040
574,930	CHMAC 04-2 A2	6.000%	10/34	601,341	592,172
582,273	First Horizon Mtg 1-A-4	5.750%	05/37	581,864	522,205
352,187	First Plus Home Ln 98-2 M1	Var %	05/24	359,891	360,481
1,505,140	GMACM 06-J1 A-2	5.750%	04/36	1,500,201	1,393,985
2,000,000	Goldman Sachs Group	5.625%	01/17	2,068,727	2,203,880
1,000,000	Harley Davidson Funding	5.750%	12/14	1,015,134	1,044,370
484,142	HSI ALO 06-2 1A2	6.000%	12/36	468,119	337,239
313,906	INDYMAC 06-AR13 A1	Var %	07/36	316,848	288,090
2,111,000	JP Morgan Chase 06-CB17 AM	5.464%	12/43	2,064,822	2,181,676
1,600,706	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	1,348,595	1,590,509
255,879	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	245,644	222,740
5,000,000	Lloyds TSB Bank	4.500%	07/22	5,000,000	5,353,700
531,555	Master ABST 05-AB1 A3B	Var %	11/35	489,030	535,494
530,076	Master ALT 03-5 3A1	6.000%	08/33	539,685	557,476
2,000,000	Merrill Lynch	Var %	10/14	2,000,000	2,004,220
1,070,701	Metropolitan Ast Fdg 98-A B1	7.728%	05/14	1,081,408	1,091,590
2,000,000	Pacific Life Global	Var %	02/16	2,000,000	2,069,200
1,308,173	Renaissance Hm Eq 05-4 A3	Var %	02/36	1,282,009	1,176,021
1,036,508	RidgeWorth Seix High Yield I Fund			10,356,320	10,137,050
688,642	SARM 06-2 5A1	6.000%	03/36	688,534	571,807
2,000,000	SLM Corp	Var %	07/14	2,000,000	2,001,080
460,092	SURF 04-AA1 1A1	5.000%	10/34	448,584	465,498
Total Page 2, Part II, Line 10c (b) & (c)				<u>38,509,522</u>	<u>38,914,523</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 12

Schedule of Real Estate

<u>Description</u>	<u>Cost or Other Basis</u>	<u>Allowance for Depr./Depl.</u>	<u>Book Value</u>	<u>Market Value</u>
<u>Tarrant County, Texas</u>				
City of Fort Worth:				
Everman Land	8,716,223	0	8,716,223	19,727,800
Jones Street Property	962,444	0	962,444	1,466,800
	<u>9,678,667</u>	<u>0</u>	<u>9,678,667</u>	<u>21,194,600</u>
Mineral Interests (Schedule 13)	<u>20,171,160</u>	<u>18,234,977</u>	<u>1,936,183</u>	<u>49,166,934</u>
	<u><u>29,849,827</u></u>	<u><u>18,234,977</u></u>		
Total Page 2, Part II, Line 11 (b)			<u><u>11,614,850</u></u>	
Total Page 2, Part II, Line 11 (c)				<u><u>70,361,534</u></u>

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING				
TEXAS				
Andrews County				
Grace, Terry, Sykes, Hitzelberger, Wilcher, Smith	12	0	12	106,332
Clay County				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	1,887
Chappel #1	815	814	1	1
Crane and Ward Counties				
Gulf Estes Ranch	2,400	2,399	1	1,464
DeWitt and Gonzales Counties				
DuBose Gas Units	14,453	14,298	155	379,992
Ector County				
Cowden	98,000	97,999	1	792,873
Parker	7,000	6,997	3	723,327
Sands-Goldsmith	92,245	92,244	1	476,619
TXL	236,281	236,280	1	204,705
Fisher County				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
Fort Bend County				
Fort Bend County	420,598	258,852	161,746	125,649
Gaines County				
A.L. Wasson	451,000	450,998	2	16,243,878
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire: Klattenhoff	10,011	10,010	1	209,562
Mobil: A.R. Gillis	603	602	1	39,585
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	12,903
Hansford County				
Kaiser: White "B" Gas Unit	400	399	1	1
Johnson County				
Johnson County Farm	0	0	0	102,588
Loving County				
Gaspergou	0	0	0	171,537
Martin County				
Gulf: Glass	6,104	6,103	1	49,674
Jake Harmon--Yates, Carter	1	0	1	3,843,966
Moore County				
Bridges and Kelley	1,000	999	1	41,640
Moore and Sherman Counties				
Huber Gas Unit	1,000	999	1	243
Ochiltree County				
Texaco: Herndon	111	110	1	84,189
Helendale Properties: Tregallis	96	95	1	1

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
TEXAS				
Pecos County				
Winfield Units	800	799	1	630
Nutt	2	0	2	169,098
Roberts County				
Quinduno	345,000	344,999	1	834,954
Stonewall County				
Brown "A"	328	327	1	43,989
Tamarack--A.G.C. Foundation	164	163	1	1
Tarrant County				
Eagle Mountain Ranch	0	0	0	919,314
Benbrook	0	0	0	20,256
Eastside	0	0	0	609,990
Everman	0	0	0	3,393,162
Lake Country	0	0	0	3,191,646
North Farm	0	0	0	38,814
Shady Oaks	0	0	0	108,954
Upshur County				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	11,715
Upton County				
Anna Wells and Clara Hill--Brennand	963	961	2	221,172
Van Zandt County				
Parker, Estes, & Campbell Gas Units	9,542	9,541	1	1
Turner Gas Unit	7,214	7,213	1	1
Ward County				
F.H. Scott	1,145	1,144	1	34,437
Adobe: Gurney, Barstow, & Williams	99	98	1	154,671
Winkler County				
M.E. Crum	121,733	121,732	1	33,678
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	347,403
Amburgey	4,368	4,367	1	1
Carter State	441	440	1	1
ALABAMA				
Tuscaloosa County				
	1,881,981	1,343,299	538,682	443,580
CALIFORNIA				
Ventura County				
Edison & RBUC- Secondary	5,381,594	5,353,728	27,866	9,341,265
LOUISIANA				
Bossier Parish				
	2,005,286	1,581,251	424,035	325,293
Jackson Parish				
Vernon Field	225,923	225,923	0	71,016

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 13

Schedule of Mineral Interests

	<u>Cost</u>	<u>Accumulated Depletion</u>	<u>Book Value</u>	<u>Market Value</u>
<u>OIL AND GAS ROYALTIES--PRODUCING (Continued)</u>				
NEW MEXICO				
Chavez, Lea & Roosevelt Counties				
Chavez et al	106,907	30,712	76,195	32,076
Lea County				
Allison Federal Com	41,724	17,247	24,477	2,097
OKLAHOMA				
Texas County				
N.E. Rice Unit	27,026	10,303	16,723	2,571
UTAH				
Duchesne & Uintah Counties				
	162,142	80,819	81,323	193,551
WYOMING				
Lincoln County				
N. Anderson Canyon, South Hogsback	88,622	86,210	2,412	45,933
Sweetwater County				
Brehm, Huber	81,048	45,164	35,884	5,160
	<u>12,011,495</u>	<u>10,621,943</u>	<u>1,389,552</u>	<u>44,209,051</u>
<u>OVERRIDING ROYALTIES--PRODUCING</u>				
TEXAS				
Atascosa County				
Urbanczyk & Richter	107,870	107,869	1	31,584
Ector County				
Johnson Unit	1	0	1	48,663
Moore County				
James C. Wilson	5,000	4,999	1	1
Winkler County				
J.B. Walton & Holt	7,243,850	7,243,849	1	1,599,300
NEW MEXICO				
Lea County				
Hill	221,344	221,343	1	307,230
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>1,986,778</u>
<u>OIL PAYMENTS--PRODUCING</u>				
Owenwood Pool, et al	499,898	0	499,898	2,971,119

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL PAYMENTS--NON PRODUCING				
TEXAS				
Reagan County				
University	27,336	24,954	2,382	2,382
OIL AND GAS LEASES--NON PRODUCING				
TEXAS				
Ector County				
Johnson "B"	1	0	1	1
 OIL AND GAS ROYALTIES--NON PRODUCING				
TEXAS				
Clay County	2,760	0	2,760	2,760
Ector County	3,406	0	3,406	3,406
Gaines County	9,764	2,610	7,154	7,154
Hamilton & Coryell	10,485	0	10,485	10,485
Montague County	268	0	268	268
Reeves County	1,280	0	1,280	1,280
Stonewall & King Counties	1,478	0	1,478	1,478
Tarrant County	1	0	1	1
Winkler County	16,746	7,124	9,622	9,622
FLORIDA				
Dixie & Gilchrist Counties	7,890	0	7,890	7,890
NEW MEXICO				
Roosevelt County	287	286	1	1
	<u>54,365</u>	<u>10,020</u>	<u>44,345</u>	<u>44,345</u>
Less: Estimated excess of book value of non-producing properties over market				(46,742)
TOTAL MINERAL INTEREST (to Sch 12)	<u><u>20,171,160</u></u>	<u><u>18,234,977</u></u>	<u><u>1,936,183</u></u>	<u><u>49,166,934</u></u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 14

Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	16,220,171	17,895,833
Bravo Equity Partners II, LP	20-4047563	1,934,210	1,857,010
Carter Distribution Center I, LP	74-3230989	(1,528,539)	0
Eiger Holdco LLC	26-2635312	999,989	5,061,378
Eiger Real Estate Holdings LLC	27-2757020	14,689	0
Emerson Farm Investments, Ltd	38-3641874	400,697	9,262,207
Emerson Promontory Point, Ltd	27-3022941	628,196	577,934
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	9,736,045	11,169,258
FW River Plaza, LP	26-1525419	1,201,810	1,201,810
Gardens of Connemara, Ltd	20-1629143	32,691	1,192,611
LKCM Headwater Investments I, LP	27-3519379	1,750,752	5,765,458
LKCM Radio Group, LP	41-2051542	463,008	2,775,000
Montgomery Farm Garden District, Ltd	20-0382437	1,672,965	6,150,064
NOR Partners, LP	26-2750423	1,917,021	1,917,021
Parallel 2005 Equity Fund, LP	33-1127528	2,699,019	1,686,125
PNL Institutional Partners, LP	56-2510294	1,809,716	2,903,854
PTV Sciences II, LP	20-4736917	6,525,554	8,163,598
Satori Alpha, LP	45-0644437	5,325,317	5,313,386
Sofinnova Venture Partners VIII, LP	45-2662873	1,854,986	2,191,655
Spindletop Healthcare Capital, LP	90-0658226	508,754	1,679,342
T/E Centreport Tech, Ltd	75-2735072	323,040	254,635
T/E Promontory Point, Ltd	75-2884764	49,153	192,884
TEPCO MLP, Ltd	75-2803438	809,158	0
TSG4 LP	30-0045316	5,331,997	9,362,473
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	12,566,577	20,421,737
TSG5 AIV I LP	90-0873576	972,872	1,299,391
TSG5 AIV II LP	90-0888235	447,381	597,532
TSG6 LP	45-5510352	2,618,708	3,876,840
TSG6 AIV I LP	90-0866408	1,282,027	1,897,964
TSG6 AIV II LP	32-0391448	3,361,933	4,977,140
TSG6 AIV III LP	80-0961280	1,318,542	1,952,023
VSS Communications Partners IV, LP	20-1631204	3,853,959	2,766,850
290 Land Investments, LP	26-1188206	3,344,986	3,344,986
		90,447,487	137,707,999
Other:			
Adtech Global Corporation		1,000,000	1,000,000
Cortex Global Fund Offshore, Ltd		7,500,000	9,472,312
LKCM Private Discipline International		5,000,000	8,432,928
Overseas CAP Partners, Inc		5,000,000	5,688,631
Paulson Credit Opportunities, Ltd Fund		10,000,000	17,350,092
SkyBridge Fund		7,500,000	8,174,249
		126,447,487	187,826,211

Total Page 2, Part II, Line 13 (b) & (c)

AMON G. CARTER FOUNDATION

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SCHEDULE 15

Schedule of Land, Buildings, and Equipment

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Held for charitable purposes--Amon Carter Museum See Schedule 15A	2,397,489	(2,134,589)	262,900
General office furniture and equipment See Schedule 15B	<u>512,333</u>	<u>(450,973)</u>	<u>61,360</u>
Total Page 2, Part II, Line 14 (b)	<u><u>2,909,822</u></u>	<u><u>(2,585,562)</u></u>	<u><u>324,260</u></u>

AMON G. CARTER FOUNDATION
 Form 990-PF
 Year Ended December 31, 2013

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SCHEDULE 15A
Land, Buildings, and Equipment
 Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/13	2013 Depreciation	Accumulated Depreciation @ 12/31/13
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	2,867	819	3,686
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			<u>2,067,692</u>	<u>0</u>	<u>2,067,692</u>	<u>2,029,594</u>	<u>819</u>	<u>2,030,413</u>
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	98,225	5,953	104,178
			<u>198,431</u>	<u>0</u>	<u>198,431</u>	<u>98,225</u>	<u>5,953</u>	<u>104,178</u>
	Grand Total		<u>2,397,490</u>	<u>131,367</u>	<u>2,266,123</u>	<u>2,127,819</u>	<u>6,772</u>	<u>2,134,591</u>

Summary:	
Basis	2,397,490
Rounding difference	(1)
	<u>2,397,489</u>
Less: Accumulated Depreciation	(2,134,591)
Rounding difference	2
	<u>(2,134,589)</u>
	<u>262,900</u>

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2013

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

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/13	2013 Depreciation	Accumulated Depreciation @ 12/31/13
General Office Furniture & Equipment								
1979	File Cabinet	5 00% SL	496	50	446	446	0	446
1989	Microfiche reader	12 50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12 50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12 50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20 00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20 00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20 00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20 00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20 00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14 29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20 00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20 00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20 00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20 00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20 00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20 00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20 00% SL	686	0	686	686	0	686
2003	NEC phone system	20 00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20 00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20 00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20 00% SL	464	0	464	464	0	464
2007	3 desk chairs	14 29% SL	2,085	0	2,085	1,676	298	1,974
2007	DLP projector	20 00% SL	866	0	866	866	0	866
2007	Computer hardware/software	20 00% SL	8,844	0	8,844	8,844	0	8,844
2007	Dell server and 5 OptiPlex PCs	20 00% SL	11,657	0	11,657	11,657	0	11,657
2008	Office remodeling	14 29% SL	149,324	0	149,324	96,021	21,338	117,359
2008	Television	20 00% SL	871	0	871	783	88	871
2008	Refrigerator	20 00% SL	974	0	974	878	96	974
2009	Office furnishings	14 29% SL	16,223	0	16,223	8,113	2,318	10,431
2009	HP ProLiant ML310 server	20 00% SL	4,642	0	4,642	3,248	928	4,176
2010	Ford Taurus automobile	20 00% SL	29,636	0	29,636	15,558	5,927	21,485
2010	Volkswagen Tiguan automobile	20 00% SL	39,519	0	39,519	16,796	7,904	24,700
			<u>512,332</u>	<u>50</u>	<u>512,282</u>	<u>412,083</u>	<u>38,897</u>	<u>450,980</u>
Summary								
	Basis		512,332					
	Rounding difference		1					512,333
	Accumulated Depreciation		(450,980)					(450,973)
	Rounding difference		7					61,360
	Total to Schedule 15							

SCHEDULE 16

Other Assets	December 31 2012	December 31 2013	Market Value
Prepaid federal excise tax	46,029	0	0
Prepaid federal income tax	108,690	108,690	108,690
Interest purchased on bonds	0	0	0
Club membership	5,000	5,000	5,000
* Assets held for charitable purposes			
Amon Carter Museum	51,450,517	55,950,517	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>51,860,236</u>	<u>56,314,207</u>	
Total, Page 2, Part II, Line 15 (c)			<u>113,690</u>

Other Liabilities		
Federal excise tax payable	0	3,571
Federal income tax payable	0	0
Unrealized gross profit on installment sales	2,267,641	2,267,641
Total, Page 2, Part II, Line 22 (a) & (b)	<u>2,267,641</u>	<u>2,271,212</u>

Analysis of Changes in Net Worth

Other increases not included in line 2	
Rounding	<u>0</u>
Total Page 2, Part III, Line 3	<u>0</u>
Decreases not included in Line 2	
Rounding	<u>1</u>
Total Page 2, Part III, Line 5	<u>1</u>

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

SCHEDULE 17

Officers, Directors, Trustees, Foundation Managers
 and their compensation, if any, for 2013:

<u>Name and Address</u>	<u>Title, and Average Hours Per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans and Deferred Compensation</u>	<u>Expense Account, Other Allowances</u>
Mark L. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	President/ 3-5 hrs/wk	None	None	None
Robert W. Brown, M.D.* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Vice-Pres./ 3-5 hrs/wk	None	None	None
Sheila B. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Secretary/ 3-5 hrs/wk	None	None	None
Kate Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Treasurer/ 3-5 hrs/wk	None	None	None
W. Patrick Harris 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	391,600	82,365	11,087
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	391,600	78,883	11,344
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	143,440	53,518	468
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		<u>926,640</u>	<u>214,766</u>	<u>22,899</u>

*Director

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Education			
Bobby Bragan Youth Foundation		Operating support	20,000
Bobby Bragan Youth Foundation		Event underwriting	5,000
Center for Reform of School Systems	Houston, TX	Program support	50,000
Covenant Classical School		Capital support	150,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	20,000
Davey O'Brien Foundation		Event underwriting	6,960
Fort Worth Academy		Special program	50,000
Fort Worth Country Day School		Summer Breakthrough program	5,000
Fort Worth Independent School District		Arlington Heights Booster project	100,000
Fort Worth Independent School District		Scholarship program	5,000
Generation Hope Laptop Program		Operating support	25,000
Green Oaks School	Arlington, TX	Capital support	100,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Learning Center of North Texas, Inc.		Teacher training program	75,000
New Key School		Marketing support	40,000
Score a Goal in the Classroom		Operating support	20,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
STAR Sponsorship Program		Scholarship support	20,000
Tarrant County College		President's Fund	4,000
Teach for America	New York, NY	Program expansion	100,000
Texas Christian University		Stadium renovation	3,000,000
Texas Christian University		Equestrian facility improvements	375,000
Texas Christian University		Scholarship support	117,550
Texas Christian University		Research program	20,000
Texas Christian University		Event underwriting	5,500
Texas Christian University		Chancellor's Fund	4,000
Texas Wesleyan University		President's Fund	4,000
Tulane University	New Orleans, LA	Scholarship support	100,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
University of Texas at Arlington	Dallas, TX	Capital support	100,000
Subtotal Education			<u>4,582,010</u>
Health and Medicine			
All Saints Health Foundation		Breast cancer program support	250,000
All Saints Health Foundation		Event underwriting	4,200
Alzheimer's Association--North Central Texas Chapter		Program support	25,000
American Heart Association		Event underwriting	10,000
Carley J Rutledge Sarcoma Foundation		Event underwriting	5,000
Child Study Center Foundation		Patient care fund	25,000
Children's Medical Center of Dallas	Dallas, TX	Research support	100,000
Cook Children's Medical Center		Capital support	1,000,000
Cook Children's Medical Center		Children's medical camps	40,000
Cowtown Concourse for the Cure		Event underwriting	2,500
Fort Worth Pregnancy Center		Mobile van support	75,000

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2013

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Health and Medicine (continued)			
Jewel Charity		Event underwriting	25,000
Lucile Packard Foundation for Children's Health	Palo Alto, CA	Research support	70,000
Neuro Assistance Foundation	Roanoke, TX	Medical equipment purchase	25,000
North Texas Area Community Health Centers		Capital support	100,000
Pregnancy Lifeline		Equipment purchase	25,000
RB Eye Foundation		Event underwriting	2,500
Research and Education Institute of Texas Health Resources		Medical education support	20,000
Shine Therapy		Operating support	10,000
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Capital support	250,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Spirit Horse Therapeutic Riding Center	Corinth, TX	Program support	25,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Tarrant County Academy of Medicine		Volunteer physician program	100,000
Texas Health Harris Methodist Foundation		Capital support	500,000
University of North Texas Health Science Center		Special program	100,000
University of Texas Health Science Center at Tyler	Tyler, TX	Research support	235,000
University of Texas M.D. Anderson Cancer Center	Houston, TX	Research support	100,000
University of Texas Medical Branch	Galveston, TX	Capital support	150,000
Subtotal Health and Medicine			<u>3,299,200</u>
Humanities and Arts			
Allied Theatre Group		Operating support	35,000
Amon Carter Museum		Operating support	9,576,239
Amphibian Productions		Operating support	20,000
Arts Council of Fort Worth and Tarrant County		Grant program support	25,000
Ballet Concerto		Program underwriting	5,000
Botanical Research Institute of Texas		Program expansion	90,000
Botanical Research Institute of Texas		Event underwriting	1,000
Casa Manana		Operating support	50,000
Circle Theatre		Operating support	25,000
Fort Worth Museum of Science and History		Program expansion	250,000
Fort Worth Museum of Science and History		Event underwriting	8,600
Fort Worth Opera Association		Operating support	50,000
Fort Worth Opera Association		Special project	50,000
Fort Worth Public Library Foundation		Exhibition underwriting	5,000
Fort Worth Symphony Orchestra		Operating support	100,000
Fort Worth Symphony Orchestra		Centennial program	50,000
Fort Worth Symphony Orchestra		Event underwriting	2,260
Fort Worth Zoological Association		Event underwriting	7,500
Friends of the Fort Worth Nature Center and Refuge		Operating support	10,000
Hip Pocket Theatre		Operating support	15,000
Jubilee Players, Inc.		Operating support	35,000
Jubilee Players, Inc.		Event underwriting	2,500

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Humanities and Arts (continued)			
Kimbell Art Foundation		Capital support	1,000,000
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	7,500
Mr. Holland's Opus Foundation	Studio City, CA	Instrument purchase program	50,000
NAACP-ACT SO	Baltimore, MD	Event underwriting	2,000
National Cowgirl Museum and Hall of Fame		Event underwriting	3,500
Performing Arts Fort Worth		Children's educational program	25,000
Piedmont Land Conservancy	Greensboro, NC	Program support	10,000
Streams and Valleys, Inc		Operating support	10,000
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Ballet Theatre		Operating support	50,000
Texas Ballet Theatre		Special project	50,000
Texas Boys Choir		Transportation support	50,000
Texas Boys Choir		Operating support	3,000
Texas Girls Choir		Operating support	3,000
Texas Parks and Wildlife Foundation	Austin, TX	Park expansion planning	125,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Facility repairs	50,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>11,884,099</u>
Social Services			
A Wish with Wings		Event underwriting	2,000
ACH Child and Family Services		Event underwriting	780
Alex Fund	New York, NY	Operating support	10,000
Alliance for Children		Event underwriting	10,000
American Red Cross--North Texas Region		Planning support	75,000
Arlington Life Shelter	Arlington, TX	Program expansion	40,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Program support	100,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Event underwriting	15,000
Boys and Girls Club of Greater Fort Worth		Event underwriting	1,900
Boys and Girls Club of Greater Fort Worth		Operating support	2,000
Boy Scouts of America--Longhorn Council		Event underwriting	5,000
Bread Basket Ministries		Facility improvement	25,000
Burning Hearts	Newporet Beach, CA	Program expansion	20,000
Cancer Care Services		Matching grant	25,000
CASA of Tarrant County		Event underwriting	10,000
Catholic Charities--Diocese of Fort Worth		Program expansion	100,000
Children at Risk	Houston, TX	Program expansion	50,000
Circle of Friends	Colleyville, TX	Operating support	2,500
Communities in Schools of Greater Tarrant County		Program expansion	165,000
Community Enrichment Center		Program support	25,000
Community Storehouse	Keller, TX	Special program	25,000
Cornerstone Assistance Network		Program expansion	175,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Social Services (continued)			
Day Resource for the Homeless		Program support	55,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Easter Seals North Texas		Program expansion	50,000
Fellowship of Christian Athletes		Staff underwriting	25,000
Gary Patterson Foundation		Event underwriting	4,500
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000
Girls, Inc. of Tarrant County		Special program	25,000
Helping Restore Ability	Arlington, TX	Program expansion	100,000
Housing Opportunities of Fort Worth		Operating support	30,000
Just Say Yes--Youth Equipped to Succeed	Dallas, TX	Operating support	30,000
Kids Hope USA	Zeeland, MI	Program expansion	25,000
Ladder Alliance		Program expansion	25,000
Lena Pope Home		Capital support	1,000,000
Make-a-Wish Foundation of North Texas		Program expansion	25,000
Meals on Wheels of Tarrant County		Operating support	25,000
National Association to Protect Children	Knoxville, TN	Program expansion	250,000
New Day Services for Children and Families		Program expansion	140,000
Northside Inter-Community Agency		Operating support	25,000
Parenting Center		Marketing support	50,000
Project HandUp	Grapevine, TX	Capital support	1,000,000
Recovery Resource Council		Program expansion	75,000
Recovery Resource Council		Event underwriting	2,160
Rookie League Baseball.			
Azle Little League	Azle, TX	Special program	5,000
Batters Up USA	Lake Park, FL	Special program	6,500
Brewton Area YMCA	Brewton, AL	Special program	5,000
City of Monroeville	Monroeville, AL	Special program	10,000
Clinton County YMCA	Clinton, SC	Special program	3,500
New York and Presbyterian Hospital	New York, NY	Special program	3,500
West Side Little League		Special program	12,000
Safe Haven of Tarrant County		Facility improvement	100,000
Salvation Army--Tarrant County Command		Operating support	2,000
Star Telegram Charities, Inc.		Goodfellows Fund	10,000
Tarrant Area Food Bank		Program expansion	30,000
Tarrant County Youth Collaboration		Special program	30,000
Tarrant Net		Special program	25,000
Texas Loves Children	Dallas, TX	Program expansion	100,000
United Community Centers		Marketing support	50,000
United Way of Metropolitan Tarrant County		Annual campaign support	100,000
Victory Outreach Center of Fort Worth		Facility repairs	5,000
Wings of Hope Equitherapy	Burleson, TX	Event underwriting	2,500
Women's Center		Educational video underwriting	100,000
Women's Center		Event underwriting	5,000
YWCA of Fort Worth and Tarrant County		Facility improvement	25,000
Subtotal Social Services			<u>4,482,840</u>

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Miscellaneous			
American Quarter Horse Foundation	Amarillo, TX	Operating support	250,000
Center for Nonprofit Management	Dallas, TX	Operating support	25,000
Colonial Charitable Foundation		Event underwriting	4,600
Communities Foundation of Texas	Dallas, TX	Special program	20,000
Community Foundation of North Texas		Capital program	200,000
Discalced Carmelite Monastery	Arlington, TX	Facility repairs	10,000
East West Institute	New York, NY	Special program	150,000
Fort Worth Metropolitan Industrial Development		Leadership program	10,000
Fort Worth Promotion and Development Fund		Event underwriting	3,000
Fort Worth Sister Cities		Technology support	5,000
Junior League of Fort Worth		Program support	25,000
Leadership Fort Worth		Event underwriting	2,500
Mayfest, Inc.		Capital improvements	25,000
Mayfest, Inc.		Event underwriting	10,000
Multicultural Alliance		Event underwriting	3,000
National Center for Policy Analysis	Dallas, TX	Technology support	25,000
National Leadership Foundation		Publication underwriting	10,000
Southeast Fort Worth		Operating support	15,000
Westside Little League		Capital support	15,000
Subtotal Miscellaneous			<u>808,100</u>
GRAND TOTAL			<u><u>25,056,249</u></u>

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

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

All of the donees are public charities (Code PC) described in section 509(a)(1) or (2) with the exception of the Kimbell Art Foundation, which is a private operating foundation (Code POF).

AMON G. CARTER FOUNDATION

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From 990-PF

Year Ended December 31, 2013

SCHEDULE 19

<u>Grants Approved for Future Payment</u>	December 31 2013
Camp Summit (Dallas, TX)	\$ 100,000
Citizens Support Group for the Fort Worth Police Mounted Patrol	600,000
Cook Children's Medical Center	1,000,000
Cultural District Alliance	20,000
Dallas Theological Seminary (Dallas, TX)	20,000
Day Resource Center for the Homeless	55,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	426,000
Equestrian Initiative	375,000
Friends of Big Bend National Park	50,000
Happy Hill Farm (Granbury, TX)	100,000
James L. West Alzheimer Center	500,000
Kimbell Art Foundation	1,000,000
Meals on Wheels of Johnson and Ellis Countries (Cleburne, TX)	100,000
National Center for Policy Analysis (Dallas, TX)	25,000
North Texas Public Broadcasting (Dallas, TX)	50,000
Performing Arts Fort Worth	25,000
Southeast Fort Worth, Inc.	15,000
St. Patrick Cathedral	90,000
Streams and Valleys, Inc.	125,000
Tarrant Area Food Bank	500,000
Teach for America (New York, NY)	100,000
Texas Christian University (Stadium Renovation)	13,000,000
Texas Christian University (Daniel-Meyer Coliseum)	5,000,000
Texas Wesleyan University	250,000
The Alex Fund (New York, NY)	25,000
Trinity Valley School	1,000,000
Union Gospel Mission	500,000
United Way of Metropolitan Tarrant County	120,000
University of North Texas Health Science Center	150,000
University of North Texas Health Science Center (MD Program)	1,500,000
Total Page 11, Part XV, Line 3b	<u>\$ 26,821,000</u>

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

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

None of the donees are private foundations.

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2013

SCHEDULE 20

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

Mereken Land & Production:

110 common shares at FMV before discount	<u>6,231,755</u>
	6,231,755
Line 1e--Marketability discount claimed--10%	623,176

The 110 shares represent 20% of the total issued and outstanding common stock of Mereken L&P.

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

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2013

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SCHEDULE 21

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

Page 12, Part XVI-A, Line 13	42,739,033
Less Page 1, Part I, Line 5b Net rental income	(11,719)
Plus Page 1, Part I, Line 5a Gross rents	<u>54,153</u>
Page 1, Part I, Lines 3-11, Column (a)	<u><u>42,781,467</u></u>

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

States Registered In

TX - Texas

CA - California

OK - Oklahoma

GA - Georgia

MS - Mississippi
