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: ANDREA WAITT CARLTON FAMILY FOUNDATION

A Employer identification number: 86-0910220

Number and street (or P O box number if mail is not delivered to street address): PO BOX 58389 | Room/suite

B Telephone number: 615-873-4142

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37205

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: [X] 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) ▶$ 60,149,649.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,161.	39,161.		STATEMENT 1
	4 Dividends and interest from securities	355,049.	355,049.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,381,797.			
	b Gross sales price for all assets on line 6a 5,709,243.				
	7 Capital gain net income (from Part IV, line 2)		2,381,797.		
	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	100,475.	100,475.		STATEMENT 3
	12 Total. Add lines 1 through 11	2,876,482.	2,876,482.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	218,959.	20,685.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	22,226.	2,658.		0.
	16a Legal fees STMT 4	9,961.	0.		0.
	b Accounting fees STMT 5	30,827.	0.		0.
	c Other professional fees STMT 6	69,149.	69,149.		0.
	17 Interest	560.	560.		0.
	18 Taxes STMT 7	15,385.	5,422.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	292,228.	234,165.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	659,295.	332,639.		0.
	25 Contributions, gifts, grants paid	2,785,250.			2,785,250.
	26 Total expenses and disbursements. Add lines 24 and 25	3,444,545.	332,639.		2,785,250.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<568,063.>			
	b Net investment income (if negative, enter -0-)		2,543,843.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2013)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	102,632.	81,322.	81,324.
	2 Savings and temporary cash investments	1,065,947.	3,795,564.	3,795,564.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,645,270.	2,987,993.	4,861,248.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	32,481,113.	28,803,045.	51,358,531.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	7.	52,982.	52,982.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	36,294,969.	35,720,906.	60,149,649.
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 ▶ WAGES PAYABLE)	6,000.	0.	
	23 **Total liabilities** (add lines 17 through 22)	6,000.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	36,288,969.	35,720,906.	
	30 **Total net assets or fund balances**	36,288,969.	35,720,906.	
	31 **Total liabilities and net assets/fund balances**	36,294,969.	35,720,906.	

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	36,288,969.
2 Enter amount from Part I, line 27a	2	<568,063.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,720,906.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,720,906.

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 STATEMENTS			
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	5,709,243.		3,547,679.	2,381,797.

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				2,381,797.

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	2,381,797.
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	2,707,143.	52,463,866.	.051600
2011	2,535,050.	53,991,742.	.046953
2010	2,165,305.	51,435,418.	.042098
2009	1,668,208.	46,069,176.	.036211
2008	2,670,987.	53,083,891.	.050316

2 Total of line 1, column (d)	2	.227178
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	.045436
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	55,343,152.
5 Multiply line 4 by line 3	5	2,514,571.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,438.
7 Add lines 5 and 6	7	2,540,009.
8 Enter qualifying distributions from Part XII, line 4	8	2,785,250.

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 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	ABBOT DOWNING DARUMA PUBLICLY TRADED SECURITIES S			
b	ABBOT DOWNING DARUMA PUBLICLY TRADED SECURITIES L			
c	FROM PARTNERSHIPS-ST GAINS/LOSSES STMT 15			
d	FROM PARTNERSHIPS-LT GAINS/LOSSES STMT 16			
e	FROM PARTNERSHIPS-SEC 1231 GAINS/LOSSES STMT 17			
f	FROM PARTNERSHIPS-SEC 1256 GAINS/LOSSES STMT 18			
g	CAPITAL GAIN DIVIDENDS-VANGUARD LT FUND			
h	CAPITAL GAIN DIVIDENDS-PIMCO SHORT TERM FUND			
i	CLAYTON, DUBLIER, & RICE VII (CREDIT)-REDEMPTION	P	03/25/08	02/06/13
j	SWIFTCURRENT OFFSHORE LTD. - CLASS E -REDEMPTION		01/31/07	01/01/13
k	PALO ALTO UBTI FREE LP-REDEMPTION	P	11/01/01	04/23/13
l	INDUS JAPAN FUND, LTD-REDEMPTION	P	12/01/13	09/09/13
m	MID-CON ENERGY PARTNERS LP	P	10/01/08	12/23/13
n	CONVEXITY CAPITAL OFFSHORE, LP	P	02/13/06	10/08/13
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	834,369.		708,606.	125,763.
b	1,501,679.		999,768.	501,911.
c				48,022.
d				172,237.
e				<399.>
f				373.
g	43,816.			43,816.
h	675.			675.
i	113,826.		42,360.	71,466.
j			582.	<582.>
k	82,711.		58,355.	24,356.
l	612,259.			612,259.
m	19,908.		5,476.	14,432.
n	2,500,000.		1,732,532.	767,468.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				125,763.
b				501,911.
c				48,022.
d				172,237.
e				<399.>
f				373.
g				43,816.
h				675.
i				71,466.
j				<582.>
k				24,356.
l				612,259.
m				14,432.
n				767,468.
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	2,381,797.
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 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 ▶ [X] and enter 1% of Part I, line 27b			1	25,438.
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	25,438.
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	25,438.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	46,793.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	46,793.
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	21,355.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 21,355.	**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?	4b	X	
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) ▶ TN,DE			
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 ▶ SPENCE MANERS, CPA Telephone no. ▶ 615-873-4142

Located at ▶ P.O. BOX 58389, NASHVILLE, TN ZIP+4 ▶ 37205

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
SEE STATEMENT 12		218,959.	7,711.	8,830.

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

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

3 Five highest-paid independent contractors for professional services. 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.

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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	53,996,705.
b	Average of monthly cash balances	1b	2,189,236.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	56,185,941.
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	56,185,941.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	842,789.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,343,152.
6	**Minimum investment return.** Enter 5% of line 5	6	2,767,158.

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	2,767,158.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	25,438.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	25,438.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,741,720.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,741,720.
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	2,741,720.

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	2,785,250.
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	2,785,250.
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	25,438.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,759,812.

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					2,741,720.
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	19,753.				
b From 2009					
c From 2010					
d From 2011					
e From 2012	89,264.				
f **Total** of lines 3a through e		109,017.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,785,250.					
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					2,741,720.
e Remaining amount distributed out of corpus		43,530.			
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		152,547.			
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					0.
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		19,753.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		132,794.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	89,264.				
e Excess from 2013	43,530.				

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).)

ANDREA WAITT CARLTON

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 13

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*				
SEE STATEMENT 14	NONE	PUBLIC CHARITY		2,785,250.
Total			▶ 3a	2,785,250.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	39,161.	
4 Dividends and interest from securities			14	355,049.	
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			14	100,475.	
8 Gain or (loss) from sales of assets other than inventory			18	2,381,797.	
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.		2,876,482.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,876,482.

(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.

Signature of officer or trustee: [signature] Date: 11/17/2014 Title: Executive Director

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

Paid Preparer Use Only				
Print/Type preparer's name: DAVID A. CRAIG	Preparer's signature: David A. Craig, CPA	Date: 11/17/14	Check ☐ if self-employed	PTIN P00542227
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 100 PEABODY PLACE - SUITE 800 MEMPHIS, TN 38103-3626			Phone no 901-322-6700	

323622 10-10-13

ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220

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
CLAYTON, DUBILIER & RICE FUND VII, LP	678.	678.	
EIG ENGERGY FUND XC-NL LP (FKA TCW ENERGY FUND XC-NL, LP)	28,561.	28,561.	
IP III BLOCKER-I LP - AIV OF MHR IP III LP	1,133.	1,133.	
LIME ROCK RESOURCES C, LP	25.	25.	
MHR INSTITUTIONAL PARTNERS II, LP	4,960.	4,960.	
MHR INSTITUTIONAL PARTNERS III, LP	343.	343.	
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	558.	558.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	26.	26.	
PALO ALTO FUND II, LP	670.	670.	
VCFA VENTURE PARTNERS III, LP	24.	24.	
YORKTOWN ENERGY PARTNERS VII, LP	561.	561.	
YORKTOWN ENERGY PARTNERS VIII, LP	1,603.	1,603.	
YORKTOWN ENERGY PARTNERS X, LP	19.	19.	
TOTAL TO PART I, LINE 3	39,161.	39,161.	

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
ABBOT DOWNNING OPERATING ACCCOUNT	192.	0.	192.	192.	
CAP GUARDIAN ETOP FUND	53,594.	0.	53,594.	53,594.	
CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	1,797.	0.	1,797.	1,797.	
EIG ENERGY FUND XC-NL, LP (FKA TCW ENERGY FUND XC-NL	3.	0.	3.	3.	
LOWRY HILL #5101-DIVIDENDS	9,371.	0.	9,371.	9,371.	

MHR INSTITUTIONAL PARTNERS II, LP	649.	0.	649.	649.	
MHR INSTITUTIONAL PARTNERS III, LP	6,977.	0.	6,977.	6,977.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	85,518.	0.	85,518.	85,518.	
PALO ALTO FUND II LP	14,031.	0.	14,031.	14,031.	
PIMCO SHORT TERM FUND	12,130.	0.	12,130.	12,130.	
VANGUARD	161,040.	0.	161,040.	161,040.	
VCFA VENTURE PARTNERS III, LP	7.	0.	7.	7.	
YORKTOWN ENERGY PARTNERS VII, LP	8,176.	0.	8,176.	8,176.	
YORKTOWN ENERGY PARTNERS VIII, LP	1,564.	0.	1,564.	1,564.	
TO PART I, LINE 4	355,049.	0.	355,049.	355,049.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LIME ROCK RESOURCES C, LP - ROYALTIES INCOME	4,552.	4,552.	
LIME ROCK RESOURCES C, LP - ORD INCOME	64,833.	64,833.	
MHR INSTITUTIONAL PARTNERS III, LP - ORDINARY INCOME	<128.>	<128.>	
VCFA VENTURE PARTNERS III, LP - ORD INCOME	<34.>	<34.>	
VCFA VENTURE PARTNERS III, LP - OTHER PORTFOLIO INCOME	<20.>	<20.>	
VCFA VENTURE PARTNERS III, LP - SEC 988 GAIN	78.	78.	
VCFA VENTURE PARTNERS III, LP - RENTAL RE	3.	3.	
YORKTOWN ENERGY PARTNERS VII, LP - ORD INCOME	26,284.	26,284.	
YORKTOWN ENERGY PARTNERS VII, LP - ROYALTIES	2,961.	2,961.	
YORKTOWN ENERGY PARTNERS VIII, LP - ORD. INCOME	<9,067.>	<9,067.>	
YORKTOWN ENERGY PARTNERS VIII, LP - ROYALTIES	7,608.	7,608.	
MHR INSTITUTIONAL PARTNERS II LP - SEC 988 LOSS	42.	42.	

IP III BLOCKER-I LP - AIV - OTHER PORTFOLIO INCOME (LOSS)	<4.>	<4.>	
MHR INSTITUTIONAL PARTNERS III LP - SEC 988 LOSS	1,240.	1,240.	
OTHER INCOME - SECURITIES LITIGATION SETTLEMENT	83.	83.	
LIME ROCK RESOURCES C, LP - OTHER INCOME	11,348.	11,348.	
NEWPORT ASIA INSTITUTIONAL FUND, LP. - SEC. 988 LOSS	<2,487.>	<2,487.>	
YORKTOWN ENERGY PARTNERS X, LP - ROYALTIES	561.	561.	
YORKTOWN ENERGY PARTNERS X, LP - ORDINARY INCOME	<7,378.>	<7,378.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	100,475.	100,475.	

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	9,961.	0.		0.
TO FM 990-PF, PG 1, LN 16A	9,961.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,827.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	30,827.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	28,125.	28,125.		0.
INVESTMENT CUSTODIAL FEES	3,085.	3,085.		0.
INVESTMENT MANAGEMENT FEES	37,939.	37,939.		0.
TO FORM 990-PF, PG 1, LN 16C	69,149.	69,149.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,963.	0.		0.
PARTNERSHIP PASS-THROUGH FOREIGN TAXES PAID	5,422.	5,422.		0.
TO FORM 990-PF, PG 1, LN 18	15,385.	5,422.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	<29.>	0.		0.
BOOKS, REFERENCE MATERIALS	113.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	16,846.	0.		0.
INSURANCE	1,315.	0.		0.
COMPUTER EXPENSE	721.	0.		0.
MEALS & ENTERTAINMENT	2,858.	0.		0.
POSTAGE & SHIPPING	1,126.	0.		0.
PUBLIC RELATIONS	7,553.	0.		0.
TRAVEL - BOARD	2,895.	0.		0.
SOFTWARE EXPENSE	6,234.	0.		0.
TELEPHONE	281.	0.		0.
TRAINING	1,787.	0.		0.
TRAVEL	5,934.	0.		0.
OTHER PROFESSIONAL FEES	200.	0.		0.
PASSTHROUGH-CASH CONTRIBUTIONS	11.	11.		0.

PASSTHROUGH-2% PORTFOLIO INCOME DEDUCTIONS	131,901.	131,901.		0.
PASSTHROUGH-OTHER DEDUCTIONS	2,183.	2,183.		0.
PASSTHROUGH-OTHER DEDUCTIONS ROYALTY	6,389.	6,389.		0.
PASSTHROUGH-SEC 59(E)(2) EXPENDITURES	56,045.	56,045.		0.
PASSTHROUGH-COST DEPLETION	37,399.	37,399.		0.
PASSTHROUGH-NON DEDUCTIBLE EXPENSES	237.	237.		0.
OFFICE SUPPLIES	298.	0.		0.
PROGRAM EXPENSES	9,931.	0.		0.
TO FORM 990-PF, PG 1, LN 23	292,228.	234,165.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOWRY HILL #5101 (DARUMA)	2,987,993.	4,861,248.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,987,993.	4,861,248.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	2,619,359.	4,236,068.
GSEP REALTY CORP.	FMV	2,000.	2,000.
PIMCO SHORT TERM FUND	FMV	1,042,730.	1,037,869.
SOWOOD ALPHA FUND	FMV	491,203.	4,282.
CLAYTON, DUBILIER & RICE VII LP	FMV	573,977.	716,270.
INDUS ASIA PACIFIC FUND, LTD.	FMV	490,900.	1,354,790.
INDUS STRUCTURED FINANCE FUND	FMV	437,355.	146,073.
LIME ROCK RESOURCES LP	FMV	145,617.	336,368.
MAVERICK FUND, LTD.	FMV	1,500,000.	3,020,537.
MHR INSTITUTIONAL PARTNERS II	FMV	516,572.	1,419,559.
MHR INSTITUTIONAL PARTNERS III	FMV	801,039.	1,334,930.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	54,710.	53,524.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	2,652,718.	4,011,427.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	2,754,641.
PALO ALTO FUND II	FMV	483,783.	214,343.
PERRY PARTNERS INTERNATIONAL	FMV	1,000,000.	2,146,064.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,038,519.	3,221,495.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	27,677.	17,450.

EIG ENERGY FUND XC (FNA TCW ENERGY FUND XC)	FMV	503,542.	192,696.
EIG ENERGY FUND XIV (FNA TCW ENERGY FUND XIV)	FMV	904,644.	1,016,240.
LOWRY HILL #5000 (VCFA VENTURE PARTNERS III)	FMV	11,076.	48,977.
VIKING GLOBAL EQUITIES	FMV	500,000.	5,375,352.
YORKTOWN ENERGY PARTNERS VII	FMV	620,439.	892,928.
YORKTOWN ENERGY PARTNERS VIII	FMV	597,521.	957,903.
CAPITAL GUARDIAN ETOP	FMV	2,809,650.	2,943,301.
CAMCAP RESOURCES OFFSHORE FUND	FMV	1,000,000.	736,377.
VANGUARD DIVIDEND FUND	FMV	6,798,148.	9,132,615.
YORKTOWN ENERGY PARTNERS X	FMV	179,866.	188,844.
CONVEXITY CAPITAL OFFSHORE LP	FMV	0.	3,845,608.
CLAYTON, DUBILIER & RICE VII (CREDIT) LP	FMV	0.	0.
INDUS JAPAN FUND, LTD.	FMV	0.	0.
PALO ALTO UBTI FREE, LP	FMV	0.	0.
SWIFTCURRENT OFFSHORE LTD. - CLASS E	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,803,045.	51,358,531.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - INVESTMENT INCOME	7.	34.	34.
RECEIVABLE - MHR III, LP	0.	52,948.	52,948.
TO FORM 990-PF, PART II, LINE 15	7.	52,982.	52,982.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECT 2.00	6,000.	0.	1,914.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	6,000.	0.	982.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	200,959.	7,711.	5,934.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		218,959.	7,711.	8,830.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATIONS SHOULD INCLUDE: AN OVERVIEW OF THE ORGANIZATION; GOALS & NEEDS FOR THE PROJECT OR PROGRAM; PROPOSED ACTIVITIES AND RELATIONSHIP TO PROJECT OR PROGRAM; DOLLAR AMOUNT REQUESTED, WITH DETAILED BUDGET; LIST OF BOARD OF DIRECTORS MEMBERS; COPY OF IRS DETERMINATION LETTER INDICATING 501(C)(3) STATUS; CONTACT PERSON'S NAME, PHONE AND FAX NUMBERS.

ANY SUBMISSION DEADLINES

PROPOSALS MAY BE SUBMITTED AT ANY TIME AND ARE REVIEWED ON A REVOLVING BASIS. FUNDING REQUESTS ARE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MAJOR GRANTS ARE USUALLY LIMITED TO NASHVILLE, TN, THE LAKE REGION OF NORTHWEST IOWA, SELECTED AREAS OF FLORIDA, SOUTH DAKOTA, AND COLORADO. PROPOSALS RELATED TO ENVIRONMENTAL AND CONSERVATION CONCERNS WILL BE CONSIDERED ON A NATIONAL BASIS. TO ENCOURAGE OTHERS TO PARTICIPATE, CHALLENGE GRANTS AND MATCHING GIFT PROPOSALS WILL RECEIVE SPECIAL CONSIDERATION. ONLY REQUESTS FROM IRC 501(C)(3) TAX EXEMPT CHARITABLE ORGANIZAIONS AND INSTITUTIONS ARE ACCEPTED.

Grantee Organization	Request Project Title	Amount	Payment / Check Date
Agape Animal rescue PO BOX 292766 Nashville, TN 37229	Foster to Adoption program	15,000	12/16/2013
Beacon Center Of Tennessee PO Box 198646 Nashville, TN 37219	General Operating Support	25,000	5/21/2013
Bellevue Presbyterian Church 100 Cross Timbers Drive Nashville, TN 37221	General Operating Support	2,500	12/16/2013
Black Hills Parrot Welfare & Education Center 11132 Valley 1 Road Belle Fourche, SD 57717	General Operating Support	5,000	12/16/2013
Black Hills Wild Horse Sanctuary P O Box 998 Hot Springs, SD 57747	Cabin Construction	100,000	3/11/2013
Boy Scouts of America Middle TN Council P O Box 150409 Nashville, TN 37215	General Operating Support	10,000	12/16/2013
Center for Great Apes P O Box 488 Wauchula, FL 33873	Support requested for veterinary expenses and construction of a treetop safe passage system	20,000	3/11/2013
Center for Non-Profit Management 37 Peabody St Suite 201 Nashville, TN 37210	Creation of a Master Series for Nashville Nonprofits	7,500	12/16/2013
Cheyenne Mountain Zoo 4250 Cheyenne Mt. Zoo Rd Colorado Springs, CO 80906	General Operating Support	2,500	12/16/2013
Children Are People PO Box 335 Hendersonville, TN 37077	General Operating Support	2,500	12/16/2013
Children's Home Society of South Dakota 801 North Sycamore P O Box 1749 Sioux Falls, SD 57101-1749	General Operating Support	5,000	12/16/2013
Chimp Haven 13600 Chimpanzee Place Keithville, LA 71047	Essential Sanctuary Equipment and Support for Sheba	21,000	5/21/2013
Christ Presbyterian Academy 2323-A Old Hickory Blvd Nashville, TN 37215	General Operating Support	2,500	12/16/2013
Clinic for the Rehabilitation of Wildlife, Inc P O Box 150 Sanibel Island, FL 33957	Funds sought would support staffing, marketing materials and activities for upgrades to the displays in the Healing Winds Visitor's Center.	15,000	3/11/2013
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	"Giving Matters" serves as an on-line resource for charitable giving in the greater Nashville Area The program is part of the Community Foundation of Middle Tennessee.	5,000	3/11/2013
Country Music Hall of Fame 222 Fifth Avenue South Nashville, TN 37203	Capital Expansion Project	200,000	3/11/2013
Desana Inc 2708 Dracut Lane Nashville, TN 37211	General Operating Support	2,500	12/16/2013
Doane College Department of Education 1014 Boswell Ave Crete, NE 68333-2430	General Operating Support	1,000	12/16/2013
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462-0393	Operating Budget gift earmarked for the general education program	15,000	3/11/2013

Florida Wildlife Federation PO Box 6870 2545 Blairstone Pines Drive Tallahassee, FL 32314-6870	Saving the Florida Panther; an endangered species	10,000	3/11/2013
Friends of Radnor Lake PO Box 40324 Nashville, TN 37204	Land Acquisition	100,000	12/16/2013
Gibbon Conservation Center P O Box 800249 Santa Clarita, CA 91380	To Hire a Full-Time Director	10,000	12/16/2013
Grace Pregnancy Center 409 Welshwood Drive Nashville, TN 37221	General Operating Support	500	12/16/2013
Harpeth River Watershed Association PO Box 1127 Franklin, TN 37065	Water Quality and Wildlife Protection Program	10,000	5/21/2013
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	General Operating Support	1,000	12/16/2013
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	General Operating Support	1,000	12/16/2013
Hillsdale College 33 E College Street Hillsdale, MI 49242	1 Chair at the Kirby Center 2 Scholarships for George Washington Fellowship Program 3James Madison Program and Other Congressional Outreach 4 Kirby Center Lecture Series	1,000,000	3/11/2013
Honor Flight, Inc 300 E Auburn Avenue Springfield, OH 45505	General Operating Support	3,000	7/1/2013
Hudson Institute 1015 Fifteenth St NW #600 Washington, DC 20005	General Institutional Support for Key Initiatives	25,000	5/21/2013
Humanities Tennessee 306 Gay St, Ste 306 Nashville, TN 37201	25th Anniversary of Southern Festival of Books A Celebration of the Written Word	10,000	5/21/2013
Iowa Great Lakes Area Chamber of Commerce P O Box 9 Arnold's Park, IA 51331	July 4th Fireworks Community Show	1,000	5/21/2013
Joe Foss Institute 8925 East Pima Center Parkway, Suite 100 Scottsdale, AZ 85258	Year-end gift, veterans' educational programs	10,000	12/16/2013
John Jay Institute PO Box 28221 Philadelphia, PA 19131	Infrastructure Request	50,000	12/16/2013
John Jay Institute PO Box 28221 Philadelphia, PA 19131	Fund raising position	50,000	3/11/2013
Jungle Friends Primate Sanctuary 13915 N State Rd 121 Gainsville, FL 32653	Capacity Building Program: which has overall goals of building financial stability as well as position the organization to a new level of funding.	25,000	3/11/2013
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	Roots & Shoots programming and zoo operational maintenance	12,500	12/16/2013
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	General Operating Support	1,500	12/16/2013
Lead Opera House PO Box 412 Lead, SD 57754	General Operating Support	10,000	12/16/2013

Loggerhead Marinelife Center Inc 14200 US Highway One Juno Beach, FL 33408	Research Project	15,000	5/20/2013
Love Takes Root PO Box 885 Spencer, IA 51301	General Operating Support	10,000	5/21/2013
Lowry Park Zoo 1101 W Sligh Avenue Tampa, FL 33604	Caring for Florida's Gentle Giants	20,000	5/30/2013
Martha O'Bryan Center 711 South 7th St Nashville, TN 37206	Early Learning Center	15,000	12/16/2013
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	General Operating Support	2,000	12/16/2013
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	Family and Children's Outreach Ministry	20,000	5/21/2013
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Wallace Dining Hall	250,000	3/11/2013
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	General Operating Support	1,000	12/16/2013
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	General Operating Support	1,000	12/16/2013
Nashville Fellowship of Christian Athletes 2603 Elm Hill Pike, Suite C Nashville, TN 37214	General Operating Support	5,000	12/16/2013
Nashville Humane Association 213 Oceola Avenue Nashville, TN 37209	Community Spay and Neuter Program (CSNP)	10,000	5/21/2013
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	Sustaining Greatness Campaign	250,000	12/16/2013
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	Nashville Zoo Capital Campaign Feasibility Study	36,000	9/6/2013
Oak Hill School 4815 Franklin Rd Nashville, TN 37220-1198	Golf Fund-raiser	2,500	5/21/2013
Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	General Operating Support	5,000	12/16/2013
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	I Goats and Sheep for a Healthier Wildlife Habitat/II Connecting Children with Nature	10,000	12/16/2013
Pearson Lakes Art Center 2201 Hwy 71 Okoboji, IA 51355	General Operating Support	750	5/21/2013
Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, DC 20036	Support for The Philanthropy Roundtable's Alliance for Charitable Reform (ACR) Project	5,000	12/16/2013
Room In the Inn PO Box 25309 Nashville,, TN 37202-5309	Mental Health Counseling for the Homeless	20,000	12/16/2013
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	General Operating Support	2,000	12/16/2013
Salama Urban Ministries, Inc. 1205 Eighth Avenue Sout Nashville, TN 37203	The Salama Institute	20,000	12/16/2013

Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	Primary medical and dental services for uninsured, working residents of Sumner County	5,000	12/16/2013
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	General Operating Support	2,500	12/16/2013
Samaritan's Purse P O Box 3000 Boone, NC 28607	General Operating Support	5,000	12/16/2013
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P O Box 839 Sanibel, FL 33957-0839	Sea Turtle Program	15,000	3/11/2013
Sea Shepherd Conservation Society PO Box 2616 Friday Harbor, WA 98250	General Operating Support	2,500	12/16/2013
Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	Archie Carr Refuge Education and Conservation Project	12,500	12/16/2013
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	Children's Feeding Programs	10,000	12/16/2013
Show Hope PO Box 647 Franklin, TN 37065	15th Annual Celebration	15,000	5/21/2013
Siloam Family Health Center 820 Gale Lane Nashville, TN 37204	General Operating Support	2,500	12/16/2013
South Dakota Community Foundation 1714 North Lincoln Ave Pierre, SD 57501	General Operating Support	2,500	12/16/2013
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	Sponsorship Support for The South Dakota Festival of the Book	20,000	3/11/2013
Special Kids 202 Arnette St Murfreesboro, TN 37130	Camp Ability 2014	5,000	12/16/2013
Spirit Of The Hills Wildlife Sanctuary A Non Profit Sd Corp 500 N Tinton Road Spearfish, SD 57783	General Operating Support	5,000	12/16/2013
Spirit Of The Hills Wildlife Sanctuary A Non Profit Sd Corp 500 N Tinton Road Spearfish, SD 57783	General Operating Support	1,000	12/16/2013
Spirit Of The Hills Wildlife Sanctuary A Non Profit Sd Corp 500 N Tinton Road Spearfish, SD 57783	General Operations Grant for Spirit of the Hills Wildlife Sanctuary	5,000	5/21/2013
St Henry Church 6401 Harding Pike Nashville, TN 37205	General Operating Support	500	12/16/2013
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	General Operating Support	8,500	12/16/2013
The Independence Fund 32379 Collection Center Drive Chicago, IL 60693-0323	General Operating Support	7,500	12/16/2013
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Jack Miller Center Constitution Day Initiative (CDI)	75,000	3/11/2013

The Joseph School 2000 Glen Echo Road Nashville, TN 37215	General Operating Support	2,000	12/16/2013
The Next Door PO Box 23336 Nashville, TN 37202	Challenge Grant	50,000	5/21/2013
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	General Operating Support	10,000	12/16/2013
Undercover Project PO Box 120092 Nashville, TN 37212-0092	General Operating Support	500	12/16/2013
United Way of Nashville, Alexis de Tocqueville Society 250 Venture Circle Nashville, TN 37228	General Operating Support	10,000	12/16/2013
Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	General Operating Support	20,000	3/11/2013
Wounded Warrior Project 4899 Belfort Road, Suite 300 Jacksonville, FL 32256-9411	General Operating Support	5,000	12/16/2013

Part XV, Line 3a, Total Grants Paid 2,785,250

ANDREA WAITT CARLTON FAMILY FOUNDATION
2013 FORM 990-PF
EIN: 86-0910220
Part IV, LINE 1, CAPITAL GAINS LOSSES FOR TAX ON INVESTMENT INCOME
(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
NET SHORT TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
Clayton, Dubilier & Rice Fund VII, LP	P	Various	Various	22,718
IP III Blocker-I LP - AIV of MHR IP III LP	P	Various	Various	11
Newport Asia Insitutional Fund, LP	P	Various	Various	(10,667)
Palo Alto Fund II, LP	P	Various	Various	35,960
		Net Short Term Gains (Losses) From Partnerships		48,022

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(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
NET LONG TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
Clayton, Dubilier & Rice Fund VII, LP	P	Vanous	Vanous	125,875
Lime Rock Resources C, LP	P	Various	Vanous	(7,287)
MHR Institutional Partners II, LP	P	Vanous	Vanous	(362)
MHR Institutional Partners III, LP	P	Vanous	Vanous	17,574
IP III Blocker-I LP - AIV of MHR IP III LP	P	Vanous	Vanous	47,939
New Mexico Community Capital Fund I, LP	P	Vanous	Vanous	1,387
Newport Asia Insitutional Fund, LP	P	Vanous	Vanous	29,295
Palo Alto Fund II, LP	P	Vanous	Vanous	(40,816)
VCFA Venture Partners III, LP	P	Vanous	Vanous	2,589
Yorktown Energy Partners VII, LP	P	Vanous	Vanous	(4,630)
Yorktown Energy Partners VIII, LP	P	Vanous	Vanous	425
Yorktown Energy Partners X, LP	P	Vanous	Vanous	248
		Net Long Term Gains (Losses) From Partnerships		172,237

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(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
NET SEC 1231 GAINS (LOSSES) FROM PARTNERSHIPS				
Yorktown Energy Partners VII, LP	P	Various	Various	876
Yorktown Energy Partners VIII, LP	P	Various	Various	(1,275)
		Net Sec 1231 Gains (Losses) From Partnerships		(399)

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(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
NET SEC 1256 GAINS (LOSSES) FROM PARTNERSHIPS				
MHR Institutional Partners III, LP	P	Various	Various	373
		Net Sec 1231 Gains (Losses) From Partnerships		373