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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

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

CARTER FAMILY FOUNDATION

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

PO BOX 393

Room/suite

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

CHARLESTON, WV 25322

A Employer identification number

55-0606479

B Telephone number

304-357-6686

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

>\$ 15,814,475.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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 ☒ If the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	7,333.	56.		STATEMENT 1
	4	Dividends and interest from securities	328,198.	328,198.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	570,110.			
	b	Gross sales price for all assets on line 6a	5,000,027.			
	7	Capital gain net income (from Part IV, line 2)		570,110.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	10,955.	10,955.		STATEMENT 3
	12	Total. Add lines 1 through 11	916,596.	909,319.		
	13	Compensation of officers, directors, trustees, etc	91,041.	13,656.		77,385.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	9,000.	7,650.		1,350.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	14,760.	12,546.		2,214.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	12,622.	10,729.		1,893.
	24	Total operating and administrative expenses. Add lines 13 through 23	127,423.	44,581.		82,842.
	25	Contributions, gifts, grants paid	500,654.			500,654.
	26	Total expenses and disbursements. Add lines 24 and 25	628,077.	44,581.		583,496.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	288,519.			
	b	Net investment income (if negative, enter -0-)		864,738.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

p5

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	367,165.	353,436.	353,436.
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	10,820.	14,141.	14,141.
10a	Investments - U S and state government obligations STMT 8	2,581,548.	2,461,486.	2,881,556.
b	Investments - corporate stock STMT 9	7,647,550.	7,822,535.	9,202,586.
c	Investments - corporate bonds STMT 10	2,776,422.	3,020,426.	3,362,756.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	13,383,505.	13,672,024.	15,814,475.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	9,770,321.	9,770,321.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	3,613,184.	3,901,703.	
30	Total net assets or fund balances	13,383,505.	13,672,024.	
31	Total liabilities and net assets/fund balances	13,383,505.	13,672,024.	

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	13,383,505.
2	Enter amount from Part I, line 27a	2	288,519.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,672,024.
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	13,672,024.

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 SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 1,260,309.		1,253,093.	7,216.
b 3,598,303.		3,176,824.	421,479.
c 141,415.			141,415.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			7,216.
b			421,479.
c			141,415.
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	570,110.
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	478,141.	14,020,122.	.034104
2011	259,344.	13,213,567.	.019627
2010	755,206.	13,047,269.	.057882
2009	633,661.	12,490,262.	.050732
2008	1,041,082.	11,964,176.	.087017

2 Total of line 1, column (d)	2	.249362
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	.049872
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,081,442.
5 Multiply line 4 by line 3	5	752,142.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,647.
7 Add lines 5 and 6	7	760,789.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	583,496.

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)	1	17,295.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	17,295.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	17,295.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,711.
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	17,711.
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	416.
11	Enter the amount of line 10 to be credited to 2014 estimated tax ☐ 416. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► UNITED BANK TRUST DEPARTMENT Telephone no ► 304-357-6686 Located at ► PO BOX 393, CHARLESTON, WV ZIP+4 ► 25322			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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
UNITED BANK PO BOX 393 CHARLESTON, WV 25322	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE FOOTNOTE	
	0.
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.

Form 990-PF (2013)

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	15,108,361.
b	Average of monthly cash balances	1b	202,748.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,311,109.
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	15,311,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,667.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,081,442.
6	Minimum investment return. Enter 5% of line 5	6	754,072.

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	754,072.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,295.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,295.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	736,777.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	736,777.
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	736,777.

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	583,496.
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	583,496.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	583,496.

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				736,777.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				32,822.
d From 2011				
e From 2012				
f Total of lines 3a through e	32,822.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 583,496.			0.	
a Applied to 2012, but not more than line 2a				
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				583,496.
e Remaining amount distributed out of corpus	0.			
	32,822.			32,822.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				120,459.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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				
BECKLEY HISTORICAL LANDMARK COMMISSION			DONATION	9,000.
AMERICAN RED CROSS			DONATION TO OPERATING FUND	2,500.
AMERICAN RED CROSS			DONATION- DISASTER RELIEF	2,500.
FORWARD SOUTHER WEST VIRGINIA FOR PINEY CREEK TRAIL COMMITTEE			DONATION	10,000.
APPALACHIAN CHILDRENS CHORUS			DONATION	4,000.
Total	SEE CONTINUATION SHEET(S)			500,654.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,333.	
4 Dividends and interest from securities			14	328,198.	
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	10,955.	
8 Gain or (loss) from sales of assets other than inventory			18	570,110.	
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.		916,596.	0.
13 Total. Add line 12, columns (b), (d), and (e)				916,596.	916,596.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BECKLEY AREA FOUNDATION			DONATION - SPONSORSHIP OF ANNUAL LABOR DAY CONCERT	5,404.
ALDERSON-BROADDUS COLLEGE			SCHOLARSHIP	25,000.
APPALACHIAN BIBLE COLLEGE			SCHOLARSHIP	65,000.
CITY OF BECKLEY			DONATION	7,500.
BECKLEY CONCERT ASSOCIATION			DONATION	2,000.
BECKLEY PRESBYTERIAN CHURCH			DONATION	5,000.
BLACK DIAMOND GIRL SCOUTS			DONATION	1,000.
BOY SCOUTS OF AMERICA			DONATION	1,000.
BURLINGTON UNITED METHODIST GRANT			DONATION	10,000.
BECKLEY AREA FOUNDATION			DONATION - RETURNED FUNDS	10,000.
Total from continuation sheets				472,654.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITIZENS SCHOLARSHIP FUND OF BECKLEY INC			DONATION	3,000.
CONCORD UNIVERSITY			SCHOLARSHIP	25,000.
FELLOWSHIP OF CHRISTIAN ATHLETES			DONATION	5,000.
FIRST BAPTIST CHURCH			DONATION	5,000.
GIDEON'S INTERNATIONAL			DONATION	2,000.
GREATER BECKLEY CHRISTIAN SCHOOL			DONATION	1,000.
HOSPICE OF SOUTHERN WV INC.			DONATION	3,000.
LEUKEMIA & LYMPHOMA SOCIETY			DONATION	1,000.
LIONS SIGHT FOUNDATION			DONATION	2,000.
MAKE A WISH FOUNDATION OF SOUTHERN WV			DONATION	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW RIVER COMMUNITY & TECHNICAL COLLEGE			DONATION	25,000.
RALEIGH COUNTY HISTORICAL SOCIETY			DONATION	1,000.
RALEIGH COUNTY HUMANE SOCIETY			DONATION	1,000.
RALEIGH COUNTY PUBLIC LIBRARY			DONATION	1,000.
RALEIGH COUNTY SHELTERED WORKSHOP			DONATION - OPERATING FUND	3,000.
SALVATION ARMY BECKLEY UNIT			DONATION	5,000.
SHEPHERD CENTER INC.			DONATION	1,000.
SOUTHERN WV FELLOWSHIP HOME			DONATION	1,000.
ST. FRANCIS DE SALES CATHOLIC SCHOOL			DONATION	1,000.
THEATRE WEST VIRGINIA			DONATION	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED METHODIST TEMPLE			DONATION	5,000.
UNITED WAY OF SOUTHERN WV INC			DONATION	3,000.
UNIVERSITY OF CHARLESTON			DONATION	50,000.
WEST VIRGINIA DIVISION OF CULTURE AND HISTORY			DONATION	2,500.
WEST VIRGINIA WESLEYAN			SCHOLARSHIP	25,000.
WOMENS' RESOURCE CENTER			DONATION	3,000.
WSWP TV, CHANNEL NINE			DONATION	2,500.
WV PROFESSIONAL DANCE			DONATION	18,000.
WWHS ALUMNI SCHOLARSHIP FUND			SCHOLARSHIP	3,000.
YMCA OF BECKLEY			DONATION	4,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUTH MUSEUM OF SWV			DONATION	18,000.
BLUEFIELD STATE COLLEGE			SCHOLARSHIPS	12,500.
SCHOOL OF HARMONY			PIANO LAB, DANCE STUDIO AND PARKING LOT	65,000.
WEST VIRGINIA CASA ASSOCIATION, INC.			RALEIGH COUNTY FEASIBILITY STUDY	10,000.
WEST VIRGINIA UNIVERSITY FOUNDATION			DONATION	4,250.
UNIVERSITY OF CHARLESTON			2013 SCHOLARSHIPS	25,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL BONDS	56.	56.	
UNB LIQUID ASSET FUND	7,277.	0.	
TOTAL TO PART I, LINE 3	7,333.	56.	

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
DIVIDEND INCOME FROM SECURITIES	395,250.	141,415.	253,835.	253,835.	
INTEREST INCOME FROM SECURITIES	74,363.	0.	74,363.	74,363.	
TO PART I, LINE 4	469,613.	141,415.	328,198.	328,198.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FOR SECURITIES LITIGATION NET SETTLEMENT FUND	97.	97.	
MISCELLANEOUS	10,858.	10,858.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,955.	10,955.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HESS STEWART & CAMPBELL, PLLC	9,000.	7,650.		1,350.
TO FORM 990-PF, PG 1, LN 16B	9,000.	7,650.		1,350.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FEDERALS	14,760.	12,546.		2,214.
TO FORM 990-PF, PG 1, LN 18	14,760.	12,546.		2,214.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	12,622.	10,729.		1,893.
TO FORM 990-PF, PG 1, LN 23	12,622.	10,729.		1,893.

	FOOTNOTES	STATEMENT	7
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THE CARTER FAMILY FOUNDATION OPERATES AS A PRIVATE FOUNDATION WITH THE PRINCIPAL CHARITABLE ACTIVITY OF CONTRIBUTING THE MINIMUM INVESTMENT DETERMINED IN PART IX OF THE FORM 990-PF TO CHARITABLE ORGANIZATIONS QUALIFYING UNDER CODE SECTION 501 (C)(3). THE FOUNDATION HAS ALSO BEEN ESTABLISHED TO PROVIDE SCHOLARSHIPS AND STUDENT LOANS TO INDIVIDUALS WILLING TO CONTINUE THEIR EDUCATION AND TEACHING PROFESSION WITHIN THE STATE OF WEST VIRGINIA.

AS THE RESULT OF AN INTERNAL REVENUE SERVICE EXAMINATION ON FORM 990-PF, RETURN OF PRIVATE FOUNDATION, IT WAS DETERMINED THAT 15 PERCENT (15%) OF THE TIME WAS SPENT FOR CHARITABLE

PURPOSES, ADN THE PRIVATE FOUNDATION WILL CONTINUE TO USE
THESE PERCENTAGES UNLESS A MATERIAL CHANGE OCCURS IN
THE FUTURE.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BOND 1.875%	X		0.	0.
MORGANTOWN WV BUILD AMERICA BONDS		X	150,644.	168,756.
WEST VIRGINIA AUTH LEASE		X	100,835.	108,331.
NATIONAL RURAL UTILITIES BOND 1.8% 11/15/14	X		100,000.	100,229.
RIVERPARK/WEDGEWOOD LARGE CAP FOCUSED GRWTH FD SHARE CL I		X	905,032.	1,301,744.
FEDERATED STRATEGIC INCOME FD CL I		X	0.	0.
FHLMC SOVEREIGN AGENCY 4.25% 4/15/09	X		0.	0.
FHLMC SOVEREIGN AGENCY 4.55% 3/15/30	X		0.	0.
FLORIDA DEPT ENV PROT REVENUE BUILD BONDS 7.045%		X	117,003.	112,182.
OREGON ST HSG & CMNTY SVCS DEPT		X	95,845.	93,142.
US TREASURY N/B 2% 2/15/23	X		99,443.	97,094.
FEDERATED HOME LOAN BANK SOVEREIGN AGENCY 3.25% 6/19/24		X	100,338.	100,126.
FEDERATED HOME LOAN BANK SOVEREIGN AGENCY 1.125% 6/20/23		X	99,620.	99,696.
VIRGINIA ST HSG AUTH DEV AUTH TXBL - RENTAL HSG SER C 3% 8/1/24		X	47,828.	47,473.
FEDERATED INTERNATIONAL LEADERS FUND		X	644,898.	652,783.
TOTAL U.S. GOVERNMENT OBLIGATIONS			199,443.	197,323.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,262,043.	2,684,233.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,461,486.	2,881,556.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHEVRON CORPORATION	75,412.	121,673.
EXXON MOBIL CORP	83,622.	115,379.
UNITED BANKSHARES INC WV	192,500.	323,300.
PIMCO ALL ASSET FUND INST SHRS #34	770,796.	794,145.
HARBOR INTL FUND	589,916.	689,023.
COCA COLA	104,376.	104,543.
AT&T INC.	107,998.	112,127.
ABBOTT LABORATORIES	83,266.	111,084.

VAUGHN NELSON SMALL CAP VALUE FUND	338,809.	434,229.
HONEYWELL INTL INC COMMON	0.	0.
HARDING LOEVNER EMERGING MARKET	609,738.	794,310.
UNITED PARCEL SERVICE INC	78,805.	111,694.
MICROSOFT CORP	72,004.	116,260.
ITC HOLDINGS CORP COMMON	70,577.	113,380.
DIAMOND HILL LONG SHORT FUND	540,314.	624,179.
DRIEHAUS FUNDS ACTIVE INCOME FUND CL A	627,378.	620,579.
MCDONALDS CORP COMMON	105,374.	110,713.
T ROWE PRICE GROUP INC	79,005.	109,227.
KLA TENCOR CORP	72,917.	118,984.
HATTERAS ALPHA HEDGED STRATEGIES	217,423.	240,023.
NATIONAL FUEL GAS CO	0.	0.
APPLE INC	103,718.	126,849.
ALTEGRIS MACRO STRATEGY CL I	0.	0.
ING GLOBAL REAL ESTATE CL I	0.	0.
PRUDENTIAL JENNISON MID CAP GROWTH SHARE CL Z	339,835.	430,941.
STEELPATH MLP ALPHA FUND CL Y	0.	0.
VANGUARD HIGH YIELD DIVIDEND INDEX INV	1,132,299.	1,367,499.
WASATCH INTERNATIONAL GROWTH INV	235,231.	258,959.
CISCO SYSTEMS INC	93,354.	114,658.
PHILIP MORRIS INTL INC	121,588.	112,217.
REPUBLIC SERVICES INC	105,402.	117,251.
BLACKROCK INC EMERGING MARKETS LONG/SHORT EQUITY FUND	445,728.	434,444.
VOYA GLOBAL REAL ESTATE FUND CLASS I	317,728.	365,671.
BAXTER INTERNATIONAL INC	107,422.	109,245.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,822,535.	9,202,586.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER-BUSCH INC 4.625% 02/01/2015	100,273.	102,403.
BANK OF AMERICA CORP 5.125% 11/15/2014	100,252.	101,700.
BEAR STEARNS CO 4.19% 01/10/14	0.	0.
PEPSICO CORP 5% 6/1/18	99,765.	112,788.
BERKSHIRE HATHAWAY	100,290.	102,477.
OCCIDENTAL PETROLEUM 4.125%	99,557.	106,590.
CISCO SYSTEMS 5.5%	100,530.	108,074.
GENERAL ELECTRIC 5.25%	145,592.	169,236.
BARCLAYS BK PLC BOND 5.125% 11/15/14	0.	0.
GENERAL ELECTRIC CAP CORP BOND	0.	0.
JPMORGAN CHASE & CO BOND 4.25%	96,883.	108,483.
MICROSOFT CORP BOND 4% 2/8/21	99,958.	110,214.
JPMORGAN CHASE & CO BOND 3.15% 7/5/16	100,214.	104,235.
LLOYDS TSB BANK 5% 7/28/26	100,001.	105,597.
TOUCHSTONE SMALL CAP CORE FD	419,699.	576,279.
DOUBLELINE TOTAL RETURN BOND FD CL I	32,393.	31,365.

CARTER FAMILY FOUNDATION

55-0606479

BERKSHIRE HATHAWAY BOND	99,788.	100,549.
WESTCORE INTERNATIONAL SMALL CAP	236,664.	256,616.
BARCLAYS BK PLC BOND 4% 06/10/16	100,000.	103,582.
GENERAL ELECTRIC 3.5% 6/29/15	100,157.	103,133.
JPMORGAN CHASE & CO BOND 3.25% 9/23/22	148,288.	150,684.
AQR RUNDS MANAGED FUTURES STRATEGY CLASS I	298,683.	298,302.
GOLDMAN SACHS TRUST STRATEGIC INCOME CL I	14,624.	14,583.
NORTHERN LIGHTS FUND TRUST EAGLE MLP STRATEGY FUND	239,770.	303,709.
RS NATURAL RESOURCES Y CLASS	156,378.	160,870.
WINSLOW OSTERWEIS STRATEGIC INCOME FUND	15,746.	15,986.
TEMPLETON GLOBAL BOND FUND	14,921.	15,301.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,020,426.	3,362,756.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KERRI TOLER-ZAFERATOS, UNITED BANK TRUST DEPARTMENT
129 MAIN STREET
BECKLEY, WV 258021269

TELEPHONE NUMBER

304-256-7301

FORM AND CONTENT OF APPLICATIONS

LETTER AND RESUME.

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIORITY TO RALEIGH COUNTY RESIDENTS EVIDENCE OF DESIRE TO BECOME QUALIFIED
IN A SELECTED AREA EDUCATIONAL PURSUIT & PERFORM THOSE SKILLS FOR A PERIOD
OF TIME IN THE LOCAL COMMUNITY.