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

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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

Name of foundation

Amon G. Carter Foundation

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

P. O. Box 1036

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

Fort Worth

TX 76101-1036

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 625,588,237.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

75-6000331

B Telephone number (see instructions)

(817) 332-2783

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. ☐

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 ☒ If the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

21,846.

21,846.

4 Dividends and interest from securities. #4

13,098,565.

13,101,017.

5a Gross rents

63,019.

63,019.

b Net rental income or (loss)

20,863.

6a Net gain or (loss) from sale of assets not on line 10

28,455,055.

b Gross sales price for all assets on line 6a

46,779,050.

7 Capital gain net income (from Part IV, line 2)

27,180,038.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less. Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

18,973,973.

17,881,375.

60,612,458.

58,247,295.

13 Compensation of officers, directors, trustees, etc.

1,066,299.

613,153.

453,146.

14 Other employee salaries and wages

179,560.

63,021.

116,539.

15 Pension plans, employee benefits

280,420.

149,287.

131,133.

16a Legal fees (attach schedule)

53,132.

28,691.

24,441.

b Accounting fees (attach sch)

34,000.

18,360.

15,640.

c Other prof. fees (attach sch)

820,740.

810,384.

10,356.

17 Interest

18 Taxes (attach schedule) (see Instrs)

2,765,532.

1,724,406.

19 Depreciation (attach sch) and depletion

240,450.

217,595.

20 Occupancy

111,724.

60,331.

51,393.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

2,925,674.

2,505,773.

91,918.

24 Total operating and administrative expenses. Add lines 13 through 23

8,477,531.

6,191,001.

894,566.

25 Contributions, gifts, grants paid

26,139,782.

26,139,782.

26,139,782.

26 Total expenses and disbursements. Add lines 24 and 25

34,617,313.

6,191,001.

27,034,348.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

25,995,145.

b Net investment income (if negative, enter -0-)

52,056,294.

c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	342,854.	374,090.	374,090.
	2 Savings and temporary cash investments	40,790,230.	82,814,079.	82,814,079.
	3 Accounts receivable ▶ 0.			
	Less: allowance for doubtful accounts ▶ 0.	0.	0.	0.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Sch .8.	8,725,802.	8,375,362.	8,220,790.
	b Investments — corporate stock (attach schedule) . Sch .9.	87,630,152.	92,695,883.	254,994,561.
	c Investments — corporate bonds (attach schedule) . Sch .11.	38,509,522.	32,316,196.	30,966,505.
LIABILITIES	11 Investments — land, buildings, and equipment: basis ▶ 30,833,178.			
	Less: accumulated depreciation (attach schedule) . . . Sch .12 . . . ▶ 18,433,691.	11,614,850.	12,399,487.	69,604,783.
	12 Investments — mortgage loans	10,554,567.	1,550,000.	1,550,000.
	13 Investments — other (attach schedule) . . Sch .14.	126,447,487.	117,758,573.	176,833,202.
	14 Land, buildings, and equipment: basis ▶ 2,914,204.			
	Less: accumulated depreciation (attach schedule) . . . Sch .15 . . . ▶ 2,605,813.	324,260.	308,391.	52,263.
	15 Other assets (describe ▶ Sch .16)	56,314,207.	56,378,481.	177,964.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	381,253,931.	404,970,542.	625,588,237.
	17 Accounts payable and accrued expenses	7,323.	0.	
	18 Grants payable			
FUND ASSETS AND BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ Sch .16)	2,271,212.	0.	
	23 Total liabilities (add lines 17 through 22)	2,278,535.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
NET ASSETS OR FUND BALANCES	27 Capital stock, trust principal, or current funds	353,247,833.	382,276,629.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	25,727,563.	22,693,913.	
	30 Total net assets or fund balances (see instructions)	378,975,396.	404,970,542.	
	31 Total liabilities and net assets/fund balances (see instructions)	381,253,931.	404,970,542.	

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	378,975,396.
2	Enter amount from Part I, line 27a	2	25,995,145.
3	Other increases not included in line 2 (itemize) . . . ▶ Schedule 16	3	1.
4	Add lines 1, 2, and 3	4	404,970,542.
5	Decreases not included in line 2 (itemize) ▶ Schedule 16	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	404,970,542.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Schedule 1			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 45,504,034.		18,323,996.	27,180,038.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			27,180,038.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	27,180,038.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	30,362,018.	570,061,743.	0.053261
2012	24,495,763.	510,055,081.	0.048026
2011	24,023,837.	498,712,692.	0.048172
2010	25,710,617.	455,375,949.	0.056460
2009	29,428,253.	395,320,527.	0.074442

2 Total of line 1, column (d)	2	0.280361
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056072
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	590,292,001.
5 Multiply line 4 by line 3	5	33,098,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	520,563.
7 Add lines 5 and 6	7	33,619,416.
8 Enter qualifying distributions from Part XII, line 4	8	27,034,348.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,041,126.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,041,126.
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	1,041,126.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	1,105,400.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,105,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	64,274.	
11 Enter the amount of line 10 to be credited to 2015 estimated tax	64,274.	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ N/A</u> (2) On foundation managers <u>\$ N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ N/A</u>		
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
4 a 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?	X	
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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered In _____		
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 2014 or the taxable year beginning in 2014 (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

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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?	13	X	
Website address <u>www.agcf.org</u>				
14	The books are in care of <u>Kathy A. King</u> Telephone no. <u>(817) 332-2783</u>			
	Located at <u>201 Main St., Suite 1945, Fort Worth, TX</u> ZIP + 4 <u>76102-3114</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, 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	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country				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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2014?	1 c	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2014 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 2014.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2014?	4 b	X

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

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

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

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

6 b X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7 b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 17	Schedule 17	997,299.	244,381.	24,695.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry L. Woodfin 201 Main St, Suite 1945 Fort Worth TX 76102	Grant Adm Assistant 42.50	85,104.	31,862.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm & Accounting Assistant 42.50	82,687.	33,795.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fisher Investments 13100 Skyline Blvd. Woodside CA 94062	Fund Management	685,579.
BNY Mellon Asset Servicing One BNY Mellon Center Pittsburgh PA 15258	Custodian of Assets	102,298.
Thompson & Knight LLP 801 Cherry St., Suite 1600 Fort Worth TX 76102	Attorneys	53,132.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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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	1 a	364,210,448.
b Average of monthly cash balances	1 b	56,083,538.
c Fair market value of all other assets (see instructions)	1 c	178,987,233.
d Total (add lines 1a, b, and c)	1 d	599,281,219.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Schedule 20.	1 e	623,917.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	599,281,219.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,989,218.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	590,292,001.
6 Minimum investment return. Enter 5% of line 5	6	29,514,600.

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	29,514,600.
2 a Tax on investment income for 2014 from Part VI, line 5	2 a	1,041,126.
b Income tax for 2014. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	1,041,126.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	28,473,474.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	28,473,474.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,473,474.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	27,034,348.
b Program-related investments — total from Part IX-B.	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,034,348.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,034,348.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				28,473,474.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	10,014,075.			
b From 2010	3,466,573.			
c From 2011	0.			
d From 2012	0.			
e From 2013	2,585,531.			
f Total of lines 3a through e	16,066,179.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 27,034,348.				
a Applied to 2013, 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 2014 distributable amount				27,034,348.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,439,126.			1,439,126.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,627,053.			
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 2013. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	8,574,949.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,052,104.			
10 Analysis of line 9:				
a Excess from 2010	3,466,573.			
b Excess from 2011	0.			
c Excess from 2012	0.			
d Excess from 2013	2,585,531.			
e Excess from 2014	0.			

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 2014, enter the date of the ruling.

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Mr. John H. Robinson

P. O. Box 1036

Fort Worth

TX 76101-1036 (817) 332-2783

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

Initial approach by letter, one copy of proposal

c Any submission deadlines:

None

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

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

Part XIV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year Schedule 18				
Total			3 a	26,139,782.
<i>b</i> Approved for future payment Schedule 19				
Total			3 b	24,596,000.

Form 990-PF, Page 4, Part VII-A, Line 8a**States Registered In**

TX - TexasCA - CaliforniaOK - OklahomaGA - GeorgiaMS - Mississippi

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2014

SCHEDULE 1**Page 3, Part IV--Capital Gains and Losses for Tax on Investment Income**

Line 1--See Schedule 2 and Schedule 3

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

	Sales Price	Basis	Gain/(Loss)
Short-term capital gain (Schedule 2)	1,225,670	1,806,183	(580,513)
Long-term capital gain (Schedule 3)	44,278,364	16,517,813	27,760,551
	<u>45,504,034 *</u>	<u>18,323,996</u>	<u>27,180,038 **</u>

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

Page 1, Part I, Line 6b--Gross sales price for all assets on line 6a	46,779,050
Less nontaxable gain on corporate bond	(729,795)
Less nontaxable gain on partnership	(520,095)
Less UBI gain reported on 990-T	(25,126)
Page 3, Part IV, Line 1(e)--Gross sales price	<u>45,504,034</u>

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

Page 1, Part I, Line 6a--Net gain/(loss) from sale of assets	28,455,055
Less nontaxable gain on corporate bond	(729,795)
Less nontaxable gain on partnerships	(520,095)
Less UBI capital gain on 990-T	(25,126)
Rounding	(1)
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>27,180,038</u>

AMON G. CARTER FOUNDATION

Form 990-PF

December 31, 2014

SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Publicly traded securities		P	Var	Var 14	543,989	290,744	253,245
Partnership	Apogee Fund, LP--per K-1					1,464,097	(1,464,097)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1					26,579	(26,579)
Partnership	Satori Alpha, LP--per K-1				439,882		439,882
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				241,799		241,799
Partnership	VSS Communications Partners IV, LP--per K-1					24,763	(24,763)
	Total to Schedule 1				1,225,670	1,806,183	(580,513)

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AMON G. CARTER FOUNDATION

Form 990-PF

December 31, 2014

75-6000331

SCHEDULE 3

Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Gain		FMV	Basis	Excess	Gain (Loss)
						(Loss)					
Publicly traded securities											
		P	Var	Var 14	20,129,204	15,003,201	5,126,003				5,126,003
Office Equip	Ford Taurus auto	P	5/17/10	4/22/14	20,000	8,151	11,849				11,849
Real Estate	Everman Land (27 acres)	P	12/31/86	6/24/14	2,268,251	0	2,268,251				2,268,251
Real Estate	Everman Land (27 acres)—basis adjustments	P	12/31/86	6/24/14		14,958	(14,958)				(14,958)
Partnership	Apogee Fund, LP—per K-1					1,491,503	(1,491,503)				(1,491,503)
Partnership	Eiger Holdco, LLC—per K-1				7,049,062		7,049,062				7,049,062
Partnership	Emerson Farm Investments, Ltd—per K-1				374,607		374,607				374,607
Partnership	Fisher Investments IG Emerging Mkts Eq Fund—per K-1				463,591		463,591				463,591
Partnership	LKCM Headwater Investments I, LP—per K-1				401,325		401,325				401,325
Partnership	Parallel 2005 Equity Fund, LP—per K-1				566,307		566,307				566,307
Partnership	PNL Institutional Partners, LP—per K-1				745,732		745,732				745,732
Partnership	PTV Sciences II, LP—per K-1				460,964		460,964				460,964
Partnership	Satori Alpha, LP—per K-1				31,158		31,158				31,158
Partnership	Sofinnova Venture Partners VIII, LP—per K-1				200,731		200,731				200,731
Partnership	TSG4 LP—per K-1				3,902,529		3,902,529				3,902,529
Partnership	TSG5 LP—per K-1				7,579,515		7,579,515				7,579,515
Partnership	VSS Communications Partners IV, LP—per K-1				68,800		68,800				68,800
Partnership	290 Land Investments, LP—per K-1				16,588		16,588				16,588
Total to Schedule 1						16,517,813	27,760,551	0	0	0	27,760,551

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 4**Page 1, Part I--Dividends and Interest from Securities--Reconciliation of Column (a) and Column (b)**

Line 4, Column (a)--Dividends and LT inv interest per books	13,098,565
Plus taxable partnership dividends not booked	0
Plus taxable partnership interest not booked	2,572
Less dividend from partnership to be reported on 990-T	0
Less booked dividends from partnership not taxable	0
Less tax-exempt interest from partnership	0
Less interest from partnerships to be reported on 990-T	(120)
Line 4, Column (b)--Dividends and interest--Net investment income	<u>13,101,017</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 5

Other Income	990-PF Part I, Col (a)	Plus Tax/Book Differences	Less Non Taxable Income	Less Amount To 990-T	990-PF Part I, Col (b)
Lease bonuses and delay rentals	1,335,746				1,335,746
Miscellaneous income	51				51
Oil and gas royalties	16,769,389				16,769,389
Other partnership income	868,787	(111,959)	1,441	979,198	(223,811)
Total, Page 1, Line 11	18,973,973	(111,959)	1,441	979,198	17,881,375

Taxes	990-PF Part I Col (a)	Non Deductible Taxes	Less Amount To 990-T	990-PF Part I Col (b)
Ad valorem tax--				
Oil and gas properties	630,020			630,020
Real estate properties	157,458			157,458
Federal excise tax	1,041,126	1,041,126		0
Federal income tax	0	0		0
Oil and gas production tax	921,647			921,647
Withheld foreign tax and other	15,281			15,281
Total, Page 1, Line 18	2,765,532	1,041,126	0	1,724,406

Other Expenses	990-PF Part I, Col (a)	Tax/Book Differences	Non Deductible Expense	990-PF Part I, Col (b)	990-PF Part I, Col (d)
Asset maintenance	59,515			28,645	30,870
Grant administrative expense	40,000				40,000
Meals and entertainment	12,327		6,163	3,122	3,042
Non deductible expense	8,968		8,968		
Office expense	105,988			87,982	18,006
Other investment expense	8,246			8,246	
Overriding royalties	21,421			21,421	
Partnership expense	2,669,209	4,693	317,545	2,356,357	
Total, Page 1, Line 23	2,925,674	4,693	332,676	2,505,773	91,918

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2014

75-6000331

SCHEDULE 6

	990-PF Part I, Col (a)	990-PF Part I, Col (b)	990-PF Part I, Col (d)
<u>Legal Fees</u>			
Legal counsel relating to contracts, general correspondence and litigation	53,132	28,691	24,441
Total, Page 1, Line 16a	<u>53,132</u>	<u>28,691</u>	<u>24,441</u>
<u>Accounting Fees</u>			
Audit	30,000	16,200	13,800
Tax return	4,000	2,160	1,840
Total, Page 1, Line 16b	<u>34,000</u>	<u>18,360</u>	<u>15,640</u>
<u>Other Professional</u>			
Computer consulting	14,625	7,897	6,728
Investment custodian fee	102,298	102,298	0
Investment management fee	685,579	685,579	0
Retirement plan consulting	7,888	4,260	3,628
Real estate consulting and appraisal	10,350	10,350	0
Total, Page 1, Line 16c	<u>820,740</u>	<u>810,384</u>	<u>10,356</u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	34,964	18,881	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	6,772	0	0
Depletion (Schedule 7B)	198,714	198,714	0
Total, Page 1, Line 19	<u>240,450</u>	<u>217,595</u>	<u>0</u>

SCHEDULE 7
Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/14	2014 Depreciation	Accumulated Depreciation @ 12/31/14
General Office Furniture & Equipment								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	464	0	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,974	111	2,085
2007	DLP projector	20.00% SL	866	0	866	866	0	866
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	8,844	0	8,844
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	11,657	0	11,657
2008	Office remodeling	14.29% SL	149,324	0	149,324	117,359	21,338	138,697
2008	Television	20.00% SL	871	0	871	871	0	871
2008	Refrigerator	20.00% SL	974	0	974	974	0	974
2009	Office furnishings	14.29% SL	16,223	0	16,223	10,431	2,318	12,749
2009	HP ProLiant ML310 server	20.00% SL	4,642	0	4,642	4,176	466	4,642
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	24,700	7,904	32,604
2014	Computer firewall	20.00% SL	1,046	0	1,046	0	105	105
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	0	429	429
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	0	587	587
2014	Stone floor tile	14.29% SL	20,142	0	20,142	0	1,439	1,439
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	0	268	268
			<u>516,713</u>	<u>50</u>	<u>516,663</u>	<u>429,495</u>	<u>34,964</u>	<u>464,459</u>

Accumulated Depreciation per Schedule 7

464,459

Rounding difference

(7)

Accumulated Depreciation to Part II, Balance Sheet End of Year

464,452

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2014

75-6000331

SCHEDULE 7A

Schedule of Depreciation:

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

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/14	2014 Depreciation	Accumulated Depreciation @ 12/31/14
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	3,686	819	4,505
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,030,413	819	2,031,232
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	104,178	5,953	110,131
			198,431	0	198,431	104,178	5,953	110,131
	Grand Total		2,397,490	131,367	2,266,123	2,134,591	6,772	2,141,363

Accumulated Depreciation per Schedule 7A

2,141,363

Rounding difference

(2)

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

2,141,361

AMON G. CARTER FOUNDATION
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SCHEDULE 7B

Schedule of Cost Depletion

Oil and Gas Interest	Production	Reserves	Basis	Depletion
Texas Co, Oklahoma				
Oil	12	1,156	16,723	168
Sweetwater Co, WY				
Gas	305	20,602	35,884	531
Lincoln Co, WY				
Oil	12	18,184	2,412	2
Duchesne Co, UT				
Oil	995	9,351	78,596	8,363
Gas	503	1,927	2,727	712
Lea Co, NM				
Gas	140	19,784	24,476	173
Fort Bend Co, TX				
Gas	5,876	90,915	161,746	10,454
Chavez et al Cos, NM				
Oil	240	7,053	64,123	2,185
Gas	47	14,282	12,072	40
Tuscaloosa Co, AL				
Gas	43,631	315,746	538,682	74,436
Ventura Co, CA				
Oil	26,590	2,153	27,866	27,866
Bossier Parish, LA				
Gas	28,387	163,139	424,036	73,784
				<hr/>
				198,714
				<hr/>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 8
Schedule of U.S. Government and U.S. Government Agency Obligations

Description and Par Value		Interest Rate	Maturity	Cost or Other Basis	Market Value
Collateralized Mtg. Obligations					
FHLMC 2182 SE	259,762	Var %	05/28	3,363	4,245
FHLMC 2591 IY	730,726	5.000%	03/18	30,665	43,763
FHLMC 4028 VI IO	937,044	4.000%	03/25	163,090	142,112
FNMA ARMS 770993	407,915	Var %	04/34	413,269	437,363
FNMA 94-50 F	400,278	Var %	03/24	407,624	404,617
FNMA 07-83 AB	385,736	Var %	08/37	393,450	432,286
FNMA 07-88 CI IO	2,784,938	Var %	09/37	370,745	363,212
FNMA 10-9 AS	2,874,964	Var %	01/40	362,403	359,169
FNMA 11-149 MS IO	4,966,060	Var %	11/41	842,864	779,820
FNMA 12-39 SE IO	5,606,392	Var %	04/42	1,053,210	978,315
FNMA 12-83 LI	1,679,036	4.500%	04/41	282,185	275,245
FNMA 12-104 PI IO	4,098,465	4.500%	03/42	573,317	600,671
FNMA Aces 95-M2 N	60,083	1.054%	05/28	161	3,145
GNMA 14-118 AI IO	5,406,817	3.500%	05/40	928,775	801,344
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,447,402
GSR MLT 04-12 2A3	1,215,981	Var %	12/34	984,941	1,148,081
Total Page 2, Part II, line 10a (b) & (c)				<u>8,375,362</u>	<u>8,220,790</u>

AMON G. CARTER FOUNDATION
Form 990-PF
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SCHEDULE 9

<u>Investments--Corporate Stocks Summary</u>	<u>Cost or Other Basis</u>	<u>Market Value</u>
Common and Preferred Stocks:		
Traded (Schedule 10)	47,794,794	177,072,651
Fisher Investments (Schedule 10A)	44,901,088	72,306,662
Non-traded--Mereken Land & Production Co.	1	5,615,248
Total Page 2, Part II, Line 10b (b)	<u>92,695,883</u>	
Total Page 2, Part II, Line 10b (c)		<u>254,994,561</u>

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 10

Schedule of Common Stocks--Traded

Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	1,715,105
90,000	Bank of America	654,251	1,610,100
50,000	BHP Billiton	794,985	2,366,000
100,000	Bristol Myers Squibb	1,796,890	5,903,000
32,000	California Resources	32,334	176,320
30,000	Celgene	578,210	3,355,800
35,000	Chevron	1,869,643	3,926,300
85,000	Comcast	2,069,691	4,930,850
40,000	Du Pont De Nemours	1,581,750	2,957,600
52,806	Exxon Mobil	157,461	4,881,915
50,000	Freeport-McMoRan Copper & Gold	1,722,124	1,168,000
150,000	General Electric	208,825	3,790,500
50,000	Halliburton	1,708,165	1,966,500
50,000	Hartford Financial Services	1,100,194	2,084,500
30,000	Home Depot	1,152,000	3,149,100
50,000	Honeywell International	1,728,000	4,996,000
50,000	I.B.M. Corporation	1,336,528	8,022,000
66,000	JPMorgan Chase	1,899,913	4,130,280
60,000	Johnson & Johnson	198,897	6,274,200
120,000	L Brands	1,228,638	10,386,000
32,810	LDR Holding	263,136	1,075,512
80,000	Microsoft	2,362,676	3,716,000
80,000	Occidental Petroleum	886,866	6,448,800
90,000	Pepsico	423,708	8,510,400
105,000	Pfizer	622,813	3,270,750
100,000	Philip Morris Int'l	831,520	8,145,000
60,000	Potash Corp of Saskatchewan	1,825,512	2,119,200
90,000	Procter & Gamble	320,034	8,198,100
70,000	Royal Bank Canada	1,660,400	4,834,900
50,000	Sandisk	2,248,735	4,899,000
20,000	Stryker	924,000	1,886,600
60,000	Target	1,682,400	4,554,600
25,000	TE Connectivity Ltd	598,645	1,581,250
70,000	Texas Instruments	2,088,657	3,742,550
12,550	Time Warner Cable	443,458	1,908,353
160,713	Unilever N.V.	246,958	6,274,235
120,000	United Technologies	664,795	13,800,000
25,000	UnitedHealth Group	1,298,375	2,527,250
27,890	Veolia Environnement	570,457	490,306
28,765	Verizon Communications	1,352,530	1,345,627
59,659	Vodafone Group PLC	512,326	2,038,548
17,500	Whirlpool	1,321,229	3,390,450
75,000	Worthington Inds	1,264,193	2,256,750
20,000	Zimmer Holdings	1,360,998	2,268,400
Total to Schedule 9		47,794,794	177,072,651

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
19,500	AAR Corp	502,081	541,710
14,100	Acadia Realty Trust	355,829	451,623
37,300	American Equity Investment Life	759,661	1,088,787
11,030	Anixter Intl Inc	361,657	975,714
22,300	Aspen Technology Inc	819,612	780,946
19,900	Atlas Air Worldwide Holdings	786,870	981,070
13,400	Avista Corp	247,354	473,690
37,800	BancorpSouth Inc	764,055	850,878
16,700	Beacon Roofing Supply Inc	663,378	464,260
3,870	Bio-Rad Laboratories Inc	213,509	466,567
18,500	Biomed Realty Trust Inc	353,829	398,490
5,300	Boston Beer Co Inc	614,829	1,534,562
11,800	Cabela's Inc	287,265	621,978
33,500	Capitol Federal Financial Inc	398,659	428,130
9,600	Chemed Corp	954,105	1,014,432
9,730	Corporate Office Properties Tr	435,639	276,040
33,600	Darling Ingredients Inc	572,352	610,176
21,160	Domino's Pizza Inc	698,168	1,992,637
3,400	Dril-Quip Inc	233,805	260,882
16,900	DuPont Fabros Technology Inc	438,390	561,756
34,500	East West Bancorp Inc	503,885	1,335,495
11,433	Education Realty Trust Inc	352,432	418,333
14,600	FEI Company	382,542	1,319,110
56,145	Finisar Corp	837,066	1,089,774
27,905	Glacier Bancorp Inc	546,243	774,922
13,200	Greatbatch Inc	659,701	650,760
27,000	Heartland Express Inc	537,660	729,270
21,700	Heartland Payment Systems Inc	935,802	1,170,715
13,400	Heico Corp	704,076	809,360
4,750	Helmerich & Payne	64,122	320,245
19,600	Hill-Rom Holdings Inc	569,267	894,152
20,100	Hub Group Inc	822,782	765,408
9,650	Idacorp Inc	300,408	638,734
11,095	Ingredion Inc	341,655	941,300
63,475	Janus Capital Group Inc	521,473	1,023,852
26,650	Jarden Corp	280,764	1,276,002
6,300	Kansas City Southern	114,427	768,789
38,500	Kate Spade & Co	467,725	1,232,385
22,500	Lazard Ltd -A-	903,376	1,125,675
12,200	Lincoln Electric Holdings Inc	355,749	842,898
13,600	Meredith Corp	486,213	738,752
17,100	Meritage Homes Corp	713,614	615,429
9,500	Mid-America Apartment Communities Inc	505,375	709,460
6,665	MSC Industrial Direct Inc Cl A	161,660	541,531
17,370	Mueller Industries	300,456	593,012
12,595	National Retail Properties Inc	298,770	495,865
26,200	NCR Corp	358,947	763,468
12,500	Netgear Inc	487,956	444,750
3,220	Northwest Natural Gas Co	154,548	160,678
24,500	NuVasive Inc	902,025	1,155,420

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
8,600	Oceaneering International Inc	106,696	505,766
12,000	Outerwall Inc	645,126	902,640
26,701	PacWest Bancorp	911,911	1,213,827
24,615	Parexel International Corp	577,843	1,367,609
5,820	Perrigo Co	905,301	972,871
13,280	Plexus Corp	289,155	547,269
126,580	PMC - Sierra Inc	871,337	1,159,473
19,780	Prosperity Bancshares Inc	1,023,255	1,095,021
21,700	Raymond James Financial Inc	285,477	1,243,193
6,430	Regal Beloit Corp	265,515	483,536
30,300	RJL Lodging Trust	793,381	1,015,959
29,900	Ryland Group Inc	651,866	1,152,944
5,300	Schein, Henry Inc	104,411	721,595
15,300	Scotts Miracle-Gro Co	583,266	953,496
23,000	Sotheby's	778,221	993,140
12,800	Sovran Self Storage Inc	602,591	1,116,416
12,700	Stancorp Financial Group Inc	799,585	887,222
17,345	Steris Corp	521,322	1,124,823
16,200	SVB Financial Group	519,178	1,880,334
7,400	Teledyne Technologies Inc	109,962	760,276
10,710	Toro Company	194,929	683,405
8,900	Treehouse Foods Inc	477,356	761,217
89,300	Triquint Semiconductor Inc	513,981	2,460,215
11,000	UMB Financial Corp	670,752	625,790
50,600	Umpqua Holdings Corp	883,566	860,706
26,080	Veeco Instruments Inc	822,048	909,671
51,100	Vishay Intertechnology Inc	708,382	723,065
25,000	Waddell & Reed Financial Inc	676,382	1,245,500
37,565	Webster Financial Corp	937,890	1,221,990
17,400	West Pharmaceutical Services	462,867	926,376
11,665	Westamerica Bancorp	531,870	571,818
21,500	Wintrust Financial Corp	903,255	1,005,340
33,100	Wright Medical Group Inc	535,755	889,397
	Total Stocks	44,696,198	72,101,772
	JP Morgan US Tr Inc	204,890	204,890
	BMCR--Late Money Dep Acct	0	0
	Cash--pending settlement	0	0
	Total Cash	204,890	204,890
	GRAND TOTAL (Schedule 9)	44,901,088	72,306,662

AMON G. CARTER FOUNDATION

Form 990-PF

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Year Ended December 31, 2014

SCHEDULE 11

Schedule of Corporate Bonds and Debentures

Par Value	Description	Interest Rate	Maturity	Cost or Other Basis	Market Value
2,000,000	Bank of America	5.490%	03/19	2,042,553	2,213,040
415,923	CHMAC 04-2 A2	6.000%	10/34	435,030	438,125
478,212	First Horizon Mtg 1-A-4	5.750%	05/37	477,869	411,119
185,471	First Plus Home Ln 98-2 M1	Var %	05/24	189,528	187,374
1,228,427	GMACM 06-J1 A-2	5.750%	04/36	1,218,610	1,157,166
2,000,000	Goldman Sachs Group	5.625%	01/17	2,045,818	2,145,200
427,141	HSI ALO 06-2 1A2	6.000%	12/36	411,325	297,991
282,167	INDYMAC 06-AR13 A1	Var %	07/36	284,812	255,228
2,111,000	JP Morgan Chase 06-CB17 AM	5.464%	12/43	2,064,822	2,181,571
1,365,612	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	1,150,528	1,358,456
227,530	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	218,401	206,436
5,000,000	Lloyds TSB Bank	4.500%	07/22	5,000,000	4,734,650
396,608	Master ABST 05-AB1 A3B	Var %	11/35	364,879	402,319
473,772	Master Alt 03-5 3A1	6.000%	08/33	482,360	504,861
682,416	Metropolitan Ast Fdg 98-A B1	7.728%	05/14	689,241	693,062
2,000,000	Pacific Life Global	Var %	02/16	2,000,000	2,010,000
1,108,148	Renaissance Hm Eq 05-4 A3	Var %	02/36	1,085,985	1,082,727
1,133,191	RidgeWorth Seix High Yield I Fund			11,175,224	9,790,771
612,069	SARM 06-2 5A1	6.000%	03/36	611,973	515,882
376,659	SURF 04-AA1 1A1	5.000%	10/34	367,238	380,527
Total Page 2, Part II, Line 10c (b) & (c)				<u>32,316,196</u>	<u>30,966,505</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 12

Schedule of Real Estate

Description	Cost or Other Basis	Allowance for Depr./Depl.	Book Value	Market Value
<u>Tarrant County, Texas</u>				
City of Fort Worth:				
Everman Land	8,703,898	0	8,703,898	19,685,748
Jones Street Property	<u>962,444</u>	<u>0</u>	<u>962,444</u>	<u>1,466,800</u>
	9,666,342	0	9,666,342	21,152,548
Mineral Interests (Schedule 13)	<u>21,166,836</u>	<u>18,433,691</u>	<u>2,733,145</u>	<u>48,452,235</u>
	<u><u>30,833,178</u></u>	<u><u>18,433,691</u></u>		
Total Page 2, Part II, Line 11 (b)			<u><u>12,399,487</u></u>	
Total Page 2, Part II, Line 11 (c)				<u><u>69,604,783</u></u>

AMON G. CARTER FOUNDATION
Form 990-PF
Year Ended December 31, 2014

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SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING				
TEXAS				
Andrews County				
Grace, Terry, Sykes, Hitzelberger, Wilcher, Smith	12	0	12	160,143
Clay County				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	3,093
Chappel #1	815	814	1	1
Crane and Ward Counties				
Gulf Estes Ranch	2,400	2,399	1	1,107
DeWitt and Gonzales Counties				
DuBose Gas Units	14,453	14,298	155	355,956
Ector County				
Cowden	98,000	97,999	1	787,605
Parker	7,000	6,997	3	1,535,442
Sands-Goldsmith	92,245	92,244	1	454,179
TXL	236,281	236,280	1	196,809
Fisher County				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
Fort Bend County				
Fort Bend County	420,598	269,306	151,292	120,093
Gaines County				
A.L. Wasson	451,000	450,998	2	15,141,030
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire: Klattenhoff	10,011	10,010	1	168,333
Mobil: A.R. Gillis	603	602	1	31,035
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	11,634
MSW-Stanolind	995,676	0	995,676	995,676
Hansford County				
Kaiser: White "B" Gas Unit	400	399	1	1
Johnson County				
Johnson County Farm	0	0	0	111,477
Loving County				
Gaspergou	0	0	0	239,358
Martin County				
Gulf: Glass	6,104	6,103	1	276,369
Jake Harmon--Yates, Carter	1	0	1	2,580,162
Moore County				
Bridges and Kelley	1,000	999	1	49,977
Moore and Sherman Counties				
Huber Gas Unit	1,000	999	1	447
Ochiltree County				
Texaco: Herndon	111	110	1	113,079
Helendale Properties: Tregallis	96	95	1	1

AMON G. CARTER FOUNDATION

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Year Ended December 31, 2014

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
TEXAS				
Pecos County				
Winfield Units	800	799	1	978
Nutt	2	0	2	106,329
Roberts County				
Quinduno	345,000	344,999	1	824,790
Stonewall County				
Brown "A"	328	327	1	25,443
Tamarack--A.G.C. Foundation	164	163	1	1
Tarrant County				
Eagle Mountain Ranch	0	0	0	1,191,024
Benbrook	0	0	0	21,195
Eastside	0	0	0	652,872
Everman	0	0	0	2,950,755
Lake Country	0	0	0	2,341,965
North Farm	0	0	0	39,486
Shady Oaks	0	0	0	160,722
Upshur County				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	16,551
Upton County				
Anna Wells and Clara Hill--Brennand	963	961	2	236,445
Van Zandt County				
Parker, Estes, & Campbell Gas Units	9,542	9,541	1	1
Turner Gas Unit	7,214	7,213	1	1
Ward County				
F.H. Scott	1,145	1,144	1	33,504
Adobe: Gurney, Barstow, & Williams	99	98	1	463,413
Winkler County				
M.E. Crum	121,733	121,732	1	32,916
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	337,311
Amburgey	4,368	4,367	1	43,995
Carter State	441	440	1	1
ALABAMA				
Tuscaloosa County	1,881,981	1,417,735	464,246	488,412
CALIFORNIA				
Ventura County				
Edison & RBU-C. Secondary	5,381,594	5,381,594	0	8,493,957
LOUISIANA				
Bossier Parish	2,005,286	1,655,035	350,251	293,478
Jackson Parish				
Vernon Field	225,923	225,923	0	75,234

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING (Continued)				
NEW MEXICO				
Chavez, Lea & Roosevelt Counties				
Chavez et al	106,907	32,937	73,970	55,263
Lea County				
Allison Federal Com	41,724	17,420	24,304	1,593
OKLAHOMA				
Texas County				
N.E. Rice Unit	27,026	10,471	16,555	3,057
UTAH				
Duchesne & Uintah Counties	162,142	89,894	72,248	220,398
WYOMING				
Lincoln County				
N. Anderson Canyon, South Hogsback	88,622	86,212	2,410	48,588
Sweetwater County				
Brehm, Huber	81,048	45,695	35,353	7,629
	<u>13,007,171</u>	<u>10,820,657</u>	<u>2,186,514</u>	<u>42,500,319</u>
OVERRIDING ROYALTIES--PRODUCING				
TEXAS				
Atascosa County				
Urbanczyk & Richter	107,870	107,869	1	33,261
Ector County				
Johnson Unit	1	0	1	39,486
Moore County				
James C. Wilson	5,000	4,999	1	1
Winkler County				
J.B. Walton & Holt	7,243,850	7,243,849	1	1,685,739
NEW MEXICO				
Lea County				
Hill	221,344	221,343	1	321,414
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>2,079,901</u>
OIL PAYMENTS--PRODUCING				
Owenwood Pool, et al	499,898	0	499,898	3,872,028

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL PAYMENTS--NON PRODUCING</u>				
<u>TEXAS</u>				
<u>Reagan County</u>				
University	27,336	24,954	2,382	2,382
<u>OIL AND GAS LEASES--NON PRODUCING</u>				
<u>TEXAS</u>				
<u>Ector County</u>				
Johnson "B"	1	0	1	1
<u>OIL AND GAS ROYALTIES--NON PRODUCING</u>				
<u>TEXAS</u>				
Clay County	2,760	0	2,760	2,760
Ector County	3,406	0	3,406	3,406
Gaines County	9,764	2,610	7,154	7,154
Hamilton & Coryell	10,485	0	10,485	10,485
Montague County	268	0	268	268
Reeves County	1,280	0	1,280	1,280
Stonewall & King Counties	1,478	0	1,478	1,478
Tarrant County	1	0	1	1
Winkler County	16,746	7,124	9,622	9,622
<u>FLORIDA</u>				
Dixie & Gilchrist Counties	7,890	0	7,890	7,890
<u>NEW MEXICO</u>				
Roosevelt County	287	286	1	1
	54,365	10,020	44,345	44,345
Less: Estimated excess of book value of non-producing properties over market				(46,741)
TOTAL MINERAL INTEREST (to Sch 12)	21,166,836	18,433,691	2,733,145	48,452,235

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2014

SCHEDULE 14

Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	12,967,476	13,811,588
Bravo Equity Partners II, LP	20-4047563	1,992,286	1,906,234
Carter Distribution Center I, LP	74-3230989	(809,562)	0
Eiger Holdco LLC	26-2635312	64,991	456,527
Eiger Real Estate Holdings LLC	27-2757020	20,764	0
Emerson Farm Investments, Ltd	38-3641874	561,905	9,262,207
Emerson Promontory Point, Ltd	27-3022941	628,994	945,376
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	10,375,232	11,407,573
FW River Plaza, LP	26-1525419	1,134,701	2,253,351
Gardens of Connemara, Ltd	20-1629143	87,263	1,192,611
LKCM Headwater Investments I, LP	27-3519379	2,439,152	9,003,012
LKCM Radio Group, LP	41-2051542	363,449	2,500,000
Montgomery Farm Garden District, Ltd	20-0382437	1,138,158	6,150,064
NOR Partners, LP	26-2750423	1,905,777	1,905,777
Parallel 2005 Equity Fund, LP	33-1127528	2,611,757	1,432,668
PNL Institutional Partners, LP	56-2510294	1,325,396	1,988,423
PTV Sciences II, LP	20-4736917	6,665,679	7,366,754
PTV IV, LP	90-1031816	528,926	514,537
Satori Alpha, LP	45-0644437	6,789,919	6,992,928
Sofinnova Venture Partners VIII, LP	45-2662873	3,979,708	4,067,893
Spindletop Healthcare Capital, LP	90-0658226	722,287	2,898,245
SWBC Craft LP	30-0815230	1,428,620	3,213,459
T/E Centreport Tech, Ltd	75-2735072	270,020	296,752
T/E Promontory Point, Ltd	75-2884764	38,193	315,517
TEPCO MLP, Ltd	75-2803438	841,380	0
Trademark Co-Invest Fund I, LP	38-3916020	1,134,598	1,089,411
TSG4 LP	30-0045316	1,321,212	753,698
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	10,199,174	13,575,387
TSG5 AIV I LP	90-0873576	1,048,052	3,074,172
TSG5 AIV II LP	90-0888235	630,978	1,850,801
TSG6 LP	45-5510352	2,649,292	5,959,170
TSG6 AIV I LP	90-0866408	1,347,636	3,031,298
TSG6 AIV II LP	32-0391448	1,316,205	2,960,598
TSG6 AIV III LP	80-0961280	1,250,243	2,812,227
VSS Communications Partners IV, LP	20-1631204	2,788,609	1,638,936
		<u>81,758,573</u>	<u>126,627,194</u>
Other:			
Adtech Global Corporation		1,000,000	1,000,000
Cortex Global Fund Offshore, Ltd		7,500,000	7,855,647
LKCM Private Discipline International		5,000,000	10,901,121
Overseas CAP Partners, Inc		5,000,000	5,677,128
Paulson Credit Opportunities, Ltd Fund		10,000,000	16,285,882
SkyBridge Fund		7,500,000	8,486,230
Total Page 2, Part II, Line 13 (b) & (c)		<u><u>117,758,573</u></u>	<u><u>176,833,202</u></u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2014

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SCHEDULE 15**Schedule of Land, Buildings, and Equipment**

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Held for charitable purposes--Amon Carter Museum See Schedule 15A	2,397,489	(2,141,361)	256,128
General office furniture and equipment See Schedule 15B	<u>516,715</u>	<u>(464,452)</u>	<u>52,263</u>
Total Page 2, Part II, Line 14 (b)	<u><u>2,914,204</u></u>	<u><u>(2,605,813)</u></u>	<u><u>308,391</u></u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2014

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SCHEDULE 15A

Land, Buildings, and Equipment

Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/14	2014 Depreciation	Accumulated Depreciation @ 12/31/14
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	3,686	819	4,505
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,030,413	819	2,031,232
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	104,178	5,953	110,131
			198,431	0	198,431	104,178	5,953	110,131
	Grand Total		2,397,490	131,367	2,266,123	2,134,591	6,772	2,141,363

Summary:

Basis	2,397,490
Rounding difference	(1)
	<u>2,397,489</u>
Less: Accumulated Depreciation	(2,141,363)
Rounding difference	2
	<u>(2,141,361)</u>
	<u><u>256,128</u></u>

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

Date Acquired	Description	Rate/Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @11/1/14	2014 Depreciation	Accumulated Depreciation @ 12/31/14
General Office Furniture & Equipment								
1979	File Cabinet	5.00% SL	496	50	446	446	0	446
1989	Microfiche reader	12.50% SL	3,243	0	3,243	3,243	0	3,243
1990	Office furniture	12.50% SL	8,907	0	8,907	8,907	0	8,907
1992	Office furniture	12.50% SL	4,684	0	4,684	4,684	0	4,684
1994	Office furniture	20.00% SL	5,229	0	5,229	5,229	0	5,229
1996	Recover sofa	20.00% SL	1,177	0	1,177	1,177	0	1,177
1996	Lateral file	20.00% SL	330	0	330	330	0	330
1997	Furniture and accessories	20.00% SL	123,962	0	123,962	123,962	0	123,962
1997	Leasehold improvements	20.00% SL	34,202	0	34,202	34,202	0	34,202
1998	Furniture and accessories	14.29% SL	3,259	0	3,259	3,259	0	3,259
1998	H-P LaserJet 4000	20.00% SL	1,284	0	1,284	1,284	0	1,284
1998	Carillon software	20.00% SL	21,077	0	21,077	21,077	0	21,077
1998	Oil and gas software	20.00% SL	3,534	0	3,534	3,534	0	3,534
1999	Oil and gas software	20.00% SL	10,630	0	10,630	10,630	0	10,630
2001	Panasonic television	20.00% SL	379	0	379	379	0	379
2001	H-P 1200 SE printer	20.00% SL	470	0	470	470	0	470
2002	NEC flat panel monitor	20.00% SL	686	0	686	686	0	686
2003	NEC phone system	20.00% SL	7,720	0	7,720	7,720	0	7,720
2006	Sharp MX-2700N imager	20.00% SL	14,811	0	14,811	14,811	0	14,811
2006	Ice machine	20.00% SL	1,149	0	1,149	1,149	0	1,149
2006	LaserJet 1320	20.00% SL	464	0	464	464	0	464
2007	3 desk chairs	14.29% SL	2,085	0	2,085	1,974	111	2,085
2007	DLP projector	20.00% SL	866	0	866	866	0	866
2007	Computer hardware/software	20.00% SL	8,844	0	8,844	8,844	0	8,844
2007	Dell server and 5 OptiPlex PCs	20.00% SL	11,657	0	11,657	11,657	0	11,657
2008	Office remodeling	14.29% SL	149,324	0	149,324	117,359	21,338	138,697
2008	Television	20.00% SL	871	0	871	871	0	871
2008	Refrigerator	20.00% SL	974	0	974	974	0	974
2009	Office furnishings	14.29% SL	16,223	0	16,223	10,431	2,318	12,749
2009	IP ProLiant ML310 server	20.00% SL	4,642	0	4,642	4,176	466	4,642
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	24,700	7,904	32,604
2014	Computer firewall	20.00% SL	1,046	0	1,046	0	105	105
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	0	429	429
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	0	587	587
2014	Stone floor tile	14.29% SL	20,142	0	20,142	0	1,439	1,439
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	0	268	268
				50	516,663	429,495	34,964	464,459

Summary:	
Basis	516,713
Rounding difference	2
	516,715
Accumulated Depreciation	(464,459)
Rounding difference	7
Total to Schedule 15	52,263

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SCHEDULE 16

Other Assets	December 31 2013	December 31 2014	Market Value
Prepaid federal excise tax	0	64,274	64,274
Prepaid federal income tax	108,690	108,690	108,690
Interest purchased on bonds	0	0	0
Club membership	5,000	5,000	5,000
* Assets held for charitable purposes:			
Amon Carter Museum	55,950,517	55,950,517	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>56,314,207</u>	<u>56,378,481</u>	
Total, Page 2, Part II, Line 15 (c)			<u>177,964</u>

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

Analysis of Changes in Net Worth

Other increases not included in line 2:

Rounding	<u>1</u>
Total Page 2, Part III, Line 3	<u>1</u>

Decreases not included in Line 2:

Rounding	<u>0</u>
Total Page 2, Part III, Line 5	<u>0</u>

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

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SCHEDULE 17

Officers, Directors, Trustees, Foundation Managers
and their compensation, if any, for 2014:

Name and Address	Title, and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Mark L. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	President/ 3-5 hrs/wk	None	None	None
Robert W. Brown, M.D.* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Vice-Pres./ 3-5 hrs/wk	None	None	None
Sheila B. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Secretary/ 3-5 hrs/wk	None	None	None
Kate Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Treasurer/ 3-5 hrs/wk	None	None	None
W. Patrick Harris 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	420,652	91,828	11,200
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	421,257	93,866	12,993
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	155,390	58,687	502
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		997,299	244,381	24,695

*Director

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SCHEDULE 18
SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Education			
Aledo ISD Education Foundation	Aledo, TX	Program expansion	20,000
Bobby Bragan Youth Foundation		Event underwriting	5,000
Cassata High School		Facility improvements	75,000
Dallas Theological Seminary	Dallas, TX	Program expansion	100,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	20,000
Davey O'Brien Foundation		Event underwriting	7,923
Fort Worth Christian School		Capital support	250,000
Fort Worth Country Day School		Summer Breakthrough program	5,000
Fort Worth Independent School District		Scholarship program	5,000
Happy Hill Farm Children's Home	Glen Rose, TX	Capital support	200,000
Hillsdale College	Hillsdale, MI	Scholarship support	200,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Junior Achievement of the Chisholm Trail		Program expansion	40,000
Ladies on the Lamb		Scholarship support	1,000
Learning Center of North Texas, Inc.		Operating support	120,000
NonPareil Institute	Dallas, TX	Operating support	5,000
Score a Goal in the Classroom		Operating support	40,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
STAR Sponsorship Program		Scholarship support	20,000
Tarrant County College		President's Fund	4,000
Tarrant County College Foundation		Special program	25,000
Teach for America	New York, NY	Program expansion	100,000
Texas Christian University		Stadium renovation	3,000,000
Texas Christian University		Scholarship support	20,700
Texas Christian University		Research program	20,000
Texas Christian University		Event underwriting	11,000
Texas Christian University		Chancellor's Fund	4,000
Texas Wesleyan University		Capital support	500,000
Texas Wesleyan University		President's Fund	4,000
Trinity Valley School		Capital support	1,000,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
Subtotal Education			5,862,623
Health and Medicine			
All Saints Health Foundation		Breast cancer program support	250,000
All Saints Health Foundation		Event underwriting	5,000
American Heart Association		Event underwriting	10,000
Angel Unaware		Program start-up	75,000
Autism Treatment Center	San Antonio, TX	Program expansion	100,000
Carley J Rutledge Sarcoma Foundation		Program expansion	20,000
Child Study Center Foundation		Patient care fund	25,000
Cook Children's Medical Center		Capital support	2,500,000
Cook Children's Medical Center		Children's medical camps	40,000
Cowtown Concourse for the Cure		Event underwriting	2,500

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SCHEDULE 18**SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>Name of Donee</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Health and Medicine (continued)			
Cuisine for Healing		Program expansion	30,000
Empowering Church Healthcare Outreach		Operating support	50,000
Immunization Collaboration of Fort Worth		Operating support	2,500
Jewel Charity		Event underwriting	25,000
Leukemia and Lymphoma Society--North Texas	Dallas, TX	Program expansion	25,000
Lucile Packard Foundation for Children's Health	Palo Alto, CA	Research support	80,000
RB Eye Foundation		Event underwriting	2,500
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Tarrant County Association for the Blind		Technology support	25,000
Texas Health Resources Foundation		Continuing education program	20,000
University of North Texas Health Science Center		Special program	150,000
University of Texas Health Science Center at Tyler	Tyler, TX	Research support	250,000
Subtotal Health and Medicine			<u>3,712,500</u>
Humanities and Arts			
Allied Theatre Group		Operating support	35,000
Amon Carter Museum		Operating support	8,358,559
Amphibian Productions		Operating support	15,000
Ballet Concerto		Program underwriting	6,000
Botanical Research Institute of Texas		Program expansion	90,000
Casa Manana		Facility improvements	50,000
Chamber Music Society of Fort Worth		Operating support	5,000
Circle Theatre		Operating support	45,000
Fort Worth Garden Club		Capital support	150,000
Fort Worth Museum of Science and History		Program expansion	250,000
Fort Worth Museum of Science and History		Event underwriting	25,000
Fort Worth Opera Association		Operating support	50,000
Fort Worth Symphony Orchestra		Operating support	100,000
Fort Worth Symphony Orchestra		Centennial program	50,000
Fort Worth Symphony Orchestra		Event underwriting	2,500
Fort Worth Zoological Association		Capital support	1,000,000
Fort Worth Zoological Association		Event underwriting	7,500
Friends of Big Bend National Park	Big Bend, TX	Program expansion	50,000
Hip Pocket Theatre		Operating support	20,000
Jubilee Players, Inc.		Operating support	25,000
Jubilee Players, Inc.		Event underwriting	2,500
Kids Who Care		Operating support	35,000
Kimbell Art Foundation		Capital support	1,000,000
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	7,500
NAACP-ACT SO	Baltimore, MD	Event underwriting	4,000
National Cowgirl Museum and Hall of Fame		Event underwriting	3,500

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SCHEDULE 18**SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>Name of Donee</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Humanities and Arts (continued)			
North Texas Public Broadcasting	Dallas, TX	Capital support	50,000
Performing Arts Fort Worth		Operating support	100,000
Performing Arts Fort Worth		Children's educational program	25,000
Piedmont Land Conservancy	Greensboro, NC	Program support	10,000
Ranching Heritage Association	Lubbock, TX	Technology initiative	50,000
Streams and Valleys, Inc.		Operating support	10,000
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Ballet Theatre		Operating support	50,000
Texas Boys Choir		Operating support	3,000
Texas Girls Choir		Operating support	3,000
Van Cliburn Foundation		Capital support	50,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>11,770,059</u>
Social Services			
A Wish with Wings		Event underwriting	4,100
ACH Child and Family Services		Program expansion	100,000
Alex Fund	New York, NY	Operating support	25,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Program support	75,000
Boot Campaign	Tyler, TX	Event underwriting	25,000
Boys and Girls Club of Greater Fort Worth		Event underwriting	4,500
Boys and Girls Club of Greater Fort Worth		Operating support	2,000
Boy Scouts of America--Longhorn Council		Event underwriting	5,000
Brighter Outlook		Event underwriting	1,000
BURN Ministries		Event underwriting	10,000
Camp Summit	Dallas, TX	Capital support	100,000
Cancer Care Services		Operating support	25,000
CASA of Tarrant County		Operating support	50,000
Catholic Charities--Diocese of Fort Worth		Technology enhancements	100,000
Children at Risk	Houston, TX	Program expansion	25,000
Christ's Haven for Children	Keller, TX	Program enhancement	50,000
Circle of Friends	Colleyville, TX	Operating support	5,000
Communities in Schools of Greater Tarrant County		Program expansion	250,000
Community Storehouse	Keller, TX	Capital support	80,000
Day Resource for the Homeless		Program support	55,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Easter Seals North Texas		Technology upgrades	50,000
Family First	Tampa, FL	Program expansion	100,000
Feed by Grace		Operating support	40,000
Fellowship of Christian Athletes		Staff underwriting	20,000
First Tee of Fort Worth		Operating support	50,000
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000
Gladney Center for Adoption		Special program	75,000

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SCHEDULE 18
SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Social Services (continued)			
Housing Opportunities of Fort Worth		Operating support	40,000
Just Say Yes--Youth Equipped to Succeed	Dallas, TX	Operating support	30,000
Kids Hope USA	Zeeland, MI	Program expansion	15,000
Ladder Alliance		Operating support	25,000
Lena Pope Home		Event underwriting	5,000
Make-a-Wish Foundation of North Texas		Event underwriting	5,000
Meals on Wheels of Tarrant County		Operating support	25,000
Methodist Justice Ministry		Operating support	20,000
Mission Granbury	Granbury, TX	Capital support	100,000
National Association to Protect Children	Knoxville, TN	Program expansion	100,000
New Day Services for Children and Families		Operating support	5,000
Northside Inter-Community Agency		Operating support	25,000
Parenting Center		Facility improvements	75,000
Pregnancy Help 4 U	Keller, TX	Marketing support	25,000
Recovery Resource Council		Property purchase	55,000
Recovery Resource Council		Event underwriting	2,500
Rookie League Baseball:			
Abilene YMCA	Abilene, TX	Special program	2,000
Azle Little League	Azle, TX	Special program	5,000
Batters Up USA	McCaysville, GA	Special program	6,000
Brewton Area YMCA	Brewton, AL	Special program	5,000
City of Monroeville	Monroeville, AL	Special program	10,000
Clinton County YMCA	Clinton, SC	Special program	5,000
New York and Presbyterian Hospital	New York, NY	Special program	4,000
West Side Little League		Special program	15,000
YMCA of Greater High Point	Trinity, NC	Special program	3,000
Safe Haven of Tarrant County		Facility improvement	100,000
Salvation Army--Tarrant County Command		Operating support	2,000
Snowball Express	Dallas, TX	Event underwriting	5,000
Star Telegram Charities, Inc.		Goodfellows Fund	10,000
Tarrant Area Food Bank		Capital support	500,000
Tarrant Area Food Bank		Program expansion	25,000
Tarrant Net		Special program	25,000
Texas Loves Children	Dallas, TX	Program expansion	100,000
Trauma Support Services of North Texas	Duncanville, TX	Program expansion	50,000
Union Gospel Mission		Capital support	500,000
Union Gospel Mission		Event underwriting	10,000
United Way of Metropolitan Tarrant County		Annual campaign support	120,000
WARM Place		Operating support	100,000
YMCA Camp Carter		Facility improvement	30,000
YWCA of Fort Worth and Tarrant County		Facility improvement	50,000
Subtotal Social Services			3,568,100

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Miscellaneous			
Citizens Support Group for the Fort Worth Police Mounted Patrol		Capital support	600,000
City of Fort Worth		Dog Park capital support	150,000
Colonial Charitable Foundation		Event underwriting	5,000
Communities Foundation of Texas	Dallas, TX	Special program	20,000
Community Foundation of North Texas		Special program	50,000
Downtown Fort Worth Initiatives		Special program	20,000
East West Institute	New York, NY	Special program	140,000
Fort Worth Metropolitan Industrial Development		Leadership program	15,000
Fort Worth Promotion and Development Fund		Event underwriting	3,500
Independent Institute	Oakland, CA	Special program	5,000
Junior League of Fort Worth		Program support	20,000
Leadership Fort Worth		Program expansion	35,000
Mayfest, Inc.		Event underwriting	10,000
Multicultural Alliance		Event underwriting	3,000
National Center for Policy Analysis	Dallas, TX	Technology support	25,000
National Leadership Foundation		Publication underwriting	20,000
Southeast Fort Worth		Operating support	15,000
St Patrick Cathedral		Capital support	90,000
Subtotal Miscellaneous			1,226,500
GRAND TOTAL			26,139,782

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

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

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

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SCHEDULE 19

	December 31
<u>Grants Approved for Future Payment</u>	<u>2014</u>
Cook Children's Medical Center	\$ 1,500,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	426,000
Equestrian Initiative	375,000
Fort Worth Country Day School	1,000,000
Fort Worth Metropolitan Industrial Development, Inc.	10,000
Fort Worth Zoological Association	1,000,000
James L. West Alzheimer Center	750,000
Kids Hope USA (Zeeland, MI)	10,000
Meals on Wheels, Inc. of Greater Tarrant County	1,000,000
Meals on Wheels of Johnson and Ellis Countries (Cleburne, TX)	100,000
Oakridge School	250,000
Presbyterian Night Shelter	500,000
Streams and Valleys, Inc.	125,000
Tarrant County Academy of Medicine	50,000
Texas Christian University (Stadium Renovation)	10,000,000
Texas Christian University (Daniel-Meyer Coliseum)	5,000,000
University of North Texas Health Science Center (MD Program)	1,500,000
YMCA of Metropolitan Fort Worth	1,000,000
Total Page 11, Part XV, Line 3b	<u>\$ 24,596,000</u>

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

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

None of the donees are private foundations.

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SCHEDULE 20

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

Mereken Land & Production:

110 common shares at FMV before discount	<u>6,239,165</u>
	6,239,165
Line 1e--Marketability discount claimed--10%	623,917

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

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

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SCHEDULE 21

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

Page 12, Part XVI-A, Line 13	60,570,302
Less Page 1, Part I, Line 5b Net rental income	(20,863)
Plus Page 1, Part I, Line 5a Gross rents	<u>63,019</u>
Page 1, Part I, Lines 3-11, Column (a)	<u><u>60,612,458</u></u>