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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning May 1, 2014, and ending April 30, 2015

Name of foundation Amon G. Carter Star-Telegram Employees Fund		A Employer identification number 75-6014850
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 17480	Room/suite	B Telephone number (see instructions) 817-332-3535
City or town, state or province, country, and ZIP or foreign postal code Fort Worth, Texas 76102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 34,001,645	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

(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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	693	693		
	4 Dividends and interest from securities	1,005,021	1,005,021		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	456,550			
	b Gross sales price for all assets on line 6a	873,045			
	7 Capital gain net income (from Part IV, line 2)		456,550		
	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		1,462,264	1,462,264		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	19,080	9,540		9,540
	14 Other employee salaries and wages	46,420	19,080		27,340
	15 Pension plans, employee benefits	8,150	2,189		5,961
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,914	5,914		
	19 Depreciation (attach schedule) and depletion	508	508		
	20 Occupancy	16,051			16,051
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	56,728	21		37,921
	24 Total operating and administrative expenses. Add lines 13 through 23	152,851	37,252		96,813
	25 Contributions, gifts, grants paid	1,574,738			1,574,738
26 Total expenses and disbursements. Add lines 24 and 25	1,727,589	37,252		1,671,551	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(265,325)				
b Net investment income (if negative, enter -0-)		1,425,012			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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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			
	2	Savings and temporary cash investments	1,839,176	1,955,854	1,955,854
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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)			
	b	Investments—corporate stock (attach schedule) #!	6,266,364	5,849,869	32,022,449
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 13,278			
		Less: accumulated depreciation (attach schedule) ▶ 12,952	834	326	326
	15	Other assets (describe ▶ Prepaid federal excise tax)	2,380	23,016	23,016
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,108,754	7,829,065	34,001,645
	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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/>			
		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 ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	17,336,228	17,792,778	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(9,227,474)	(9,963,713)	
	30	Total net assets or fund balances (see instructions)	8,108,754	7,829,065	
	31	Total liabilities and net assets/fund balances (see instructions)	8,108,754	7,829,065	

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	8,108,754
2	Enter amount from Part I, line 27a	2	(265,325)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,843,429
5	Decreases not included in line 2 (itemize) ▶ Prior year tax penalty (114); 2014 excise tax (14,250)	5	14,364
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,829,065

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	Common Stock 12,500 shs Integrys Energy	P	8/06/09	6/23/14
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 873,045		416,495	456,550
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			456,550
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	456,550
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 (col. (b) divided by col. (c))
2013	1,225,738	32,288,524	3.7962
2012	1,306,825	29,475,766	4.4336
2011	1,185,981	26,693,937	4.4429
2010	1,164,754	24,715,915	4.7126
2009	1,091,482	22,980,846	4.7495

2	Total of line 1, column (d)	2	22.1348
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	4.4270
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	33,783,954
5	Multiply line 4 by line 3	5	1,495,616
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,250
7	Add lines 5 and 6	7	1,509,866
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	1,671,551

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		14,250
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		14,250
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		14,250
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	37,266	
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		37,266
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		23,016
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax Refunded	11	23,016	

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Texas		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► None				
14	The books are in care of ► John H. Robinson	Telephone no. ►	817-332-2783	
	Located at ► 201 Main Street, #1945, Fort Worth, Texas	ZIP+4 ►	76102-3114	
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	15		
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 ►			✓

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? <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)?	1b	✓
	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?	1c	✓
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 ► 20____, 20____, 20____, 20____		
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.)	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. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

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
Nenetta Carter Tatum 306 W. 7th Street, #440, Fort Worth, Texas 76102	President 2-4 hrs	0	0	0
Mark L. Johnson 306 W. 7th Street, #440, Fort Worth, Texas 76102	Vice Pres. 1-2 hrs	0	0	0
John H. Robinson 201 Main Street, #1945, Fort Worth, Texas 76102	Sec.-Treas 4-8 hrs	19,080	1,460	0

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
NONE				

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

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
NONE		

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

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 Not Applicable	
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 Not Applicable	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶

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	33,720,014
b	Average of monthly cash balances	1b	578,416
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	34,298,430
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	34,298,430
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	514,476
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,783,954
6	Minimum investment return. Enter 5% of line 5	6	1,689,198

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	1,689,198
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	14,250
c	Add lines 2a and 2b	2c	14,250
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,674,948
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,674,948
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	1,674,948

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	1,671,551
b	Program-related investments—total from Part IX-B	1b	
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	1,671,551
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	14,250
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,657,301

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				1,674,948
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			895,874	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	0			
b From 2010	0			
c From 2011	0			
d From 2012	0			
e From 2013	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>1,671,551</u>				
a Applied to 2013, but not more than line 2a			895,874	
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				775,677
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 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				899,271
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)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2010	0			
b Excess from 2011	0			
c Excess from 2012	0			
d Excess from 2013	0			
e Excess from 2014	0			

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 $\frac{2}{3}$ 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:

Mrs. Nenetta Carter Tatum, President 306 W. 7th Street, #440, Fort Worth, Texas 76102 817-332-3535

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 for medical hardship of Carter Publication retirees and scholarships for children of current employees. All other giving is local.

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

Form 990-PF (2014)

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

- | | | | |
|---|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | ✓ |
| (2) Other assets | 1a(2) | | ✓ |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| (4) Reimbursement arrangements | 1b(4) | | ✓ |
| (5) Loans or loan guarantees | 1b(5) | | ✓ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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


Signature of officer or trustee

12/11/15
Date

Secretary-Treasurer
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #1

# Shs	Corporate Stocks	Cost		Market
		4/30/14	4/30/15	4/30/15
3,125	ADT Corporation	86,586	86,586	117,500
55,000	A T & T	248,089	248,089	1,905,200
16,000	Bristol Myers Squibb	247,192	247,192	1,019,680
14,000	Chevron	54,719	54,719	1,554,840
10,000	Cisco Systems	194,636	194,636	288,300
30,000	Coca-Cola	78,053	78,053	1,216,800
20,000	Colgate Palmolive	17,857	17,857	1,345,600
25,000	Comcast Corporation	383,646	383,646	1,444,000
12,000	Conoco Phillips	53,636	53,636	815,040
9,000	DuPont	96,701	96,701	658,800
27,293	Ford Motor Company	90,958	90,958	431,229
45,000	General Electric	80,829	80,829	1,218,600
9,104	GlaxoSmithkline	51,745	51,745	420,150
25,000	Hartford Financial	428,736	428,736	1,019,250
3,415	Hewlett Packard	129,030	129,030	112,593
12,500	Integrus Energy Group	416,495	0	0
10,000	Ishares Trust MSCI Emerging Markets	362,262	362,262	428,800
12,000	I.B.M.	205,423	205,423	2,055,480
15,840	JP Morgan Chase	516,725	516,725	1,002,038
5,000	Kayne Anderson Energy	125,000	125,000	126,900
14,000	Microsoft Corporation	462,425	462,425	680,960
15,000	Nuveen Multi-Strategy Income	225,000	225,000	145,350
1,499	Pentair	47,748	47,748	93,163
20,000	Pepsico	96,294	96,294	1,902,400
80,640	Pfizer	485,466	485,466	2,736,115
24,000	Philip Morris	78,118	78,118	2,003,280
6,000	Phillips 66	15,940	15,940	475,860
32,000	Procter & Gamble	145,024	145,024	2,544,320
15,000	Target	408,718	408,718	1,182,450
6,250	T E Connectivity	201,314	201,314	415,938
6,250	Tyco International	133,591	133,591	246,125
26,784	Unilever N.V.	41,668	41,668	1,164,568
8,000	3 M Company	56,740	56,740	1,251,120
Total, Page 2, Part II, Line 10b		6,266,364	5,849,869	32,022,449

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #2

	<u>Total</u>	<u>Investment</u>	<u>Charitable</u>
<u>Taxes</u>			
Withheld taxes on foreign dividends	<u>5,914</u>	<u>5,914</u>	
Total, Part I, Line 18	<u>5,914</u>	<u>5,914</u>	<u>0</u>

	<u>Cost</u>	<u>Depr Method</u>	<u>Depreciation</u>
<u>Depreciation</u>			
Office furniture	<u>2,018</u>	SL 7/yr	<u>288</u>
Laptop Computer	<u>1,102</u>	SL 5/yr	<u>220</u>
	<u>3,120</u>		
Total, Part I, Line 19			<u>508</u>

<u>Other Expenses</u>			
Programs offered to all Star-Telegram employees	37,803		19,017
Programs offered to all Star-Telegram retirees	14,105		14,105
Office expense	1,867		1,867
Insurance	425		425
Bank and wire fees	21	21	
Postage	226		226
Telephone	<u>2,281</u>		<u>2,281</u>
Total, Part I, Line 23	<u>56,728</u>	<u>21</u>	<u>37,921</u>

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

Contributions, Gifts, and Grants

For the financial aid and assistance of qualified "beneficiaries" as defined in Article II of the Articles of Incorporation of the Amon G. Carter Star-Telegram Employees Fund, Fort Worth, TX.

TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP

Albert Adams	58
Patty Adams	1,438
Marye Adkins	3,105
Anita Baker	1,761
David Barnes	2,167
Pat Barnett	1,089
Beverly Bird	1,196
James Blackwell	1,296
Clint Bourland	2,038
Ray Bowden	274
William Bracken	923
Jack Bradley	1,048
Bobby J. Brown	631
Charles Brown	204
Wayne Brown	190
Charlcia Bullard	1,308
Frank Burcie	1,365
C J Campbell	726
Owen Carter	852
Jack Chaney	830
Sam Clark	467
Charles Clines	137
Allen Collett, Jr.	322
Donald Cook	1,145
Ray Cooley	332
Mary Jo Cornelius	1,620
Richard Crabb	1,274
Loquita Craig	601
Doris Culver	324
Jimmy Darnell	1,972
Dalton Davis	444
Wilburn Davis	482
Joyce Dorman	409
Haskell Dotson	1,060
Allen Eitel	888
Jerry Ezell	467

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

**TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)**

	<u>Amount</u>
Eugene Farris	1,145
James Gambrell	1,090
Gene Gramling	4,041
Harvey Gray	179
Richard Greene	737
Donald Greer	562
Ruth Hamilton	302
Amelia Hansen	4,247
Patsy Hardin	1,872
Edward Harlow	692
Dorothy Harris	566
Joe Harrison	1,426
Dennis Helm	5,000
Jim Helms	1,284
Wanda Helton	416
Barbara Hinshaw	64
Dorothy Holler	164
Louis Hudson	310
Virgil Hughes	2,548
Thomas Johannessen	2,363
Cecil Johnson	210
Jim Johnson	5,000
Helen Jones	788
Jim Jones	644
Jimmie Jones	2,196
Raymond Jordan	597
Alice Kelly	2,963
Willis Knight	3,306
Faires Kuykendall	1,780
Lloyd Lale	587
Edwin Lane	442
Jennilu Lewis	364
Margaret Liggett	1,135
Jeane Mabey	564
Mansel Madden	1,334
Jean Martindale	1,104

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

**TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)**

	<u>Amount</u>
Earl McAfee	1,175
Mabel McCall	449
Robert McClendon	2,401
Jon McConal	2,459
Richard McElvany	907
Doyle Meador	1,090
John Mireless	2,839
Billy Mitchell	5,000
Bobbie Mitchell	377
Melton Monasco	644
Janet Moore	254
Clara Morrow	509
Michael Neace	2,162
Raymond O'Brien	445
Diesta Owens	1,965
Alicia Pearson	1,035
Walter Pearson	637
Sharon Perkins	3,317
Donald Phillips	1,156
Leann Pierce	2,170
Tony Pierce	979
Mary Ann Potter	590
Paul Rainbolt	108
Bill Ramsey	2,892
Pat Record	1,704
Sandy Record	239
Wales Reese	267
Jim Reeves	660
Dave Richardson	880
Kara Rogge	1,694
Dorothy Schneider	41
Barbara Smith	749
Carolyn Smith	1,904
Charles Smith	350
Richard Smith	241
Helen Snedeker	1,671
Michael Stallings	305
R. C. Stapp	1,278

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

**TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)**

	<u>Amount</u>
Perry Stewart	1,018
Jerry Stoughton	4,413
Charles Strickland	407
George Studdard	672
Roger Summers	1,427
Sammy Tork	419
Thomas Torrans	309
Stella Tribble	495
John Pat Truly	1,692
Harry VanArsdel	1,413
I N Walker	1,743
Joe Walker	1,750
Joe Ward	738
J P Watson, Jr.	517
Betty Watts	215
Weldon Whiteman	1,930
James Wilkerson	1,469
Galyn Wilkins	672
Wanda Wilkins	932
Herbert Williams	1,704
Steve Winters	1,004
Roberta Wygant	2,043
Bill Youngblood	1,248
Sub-total of Unusual Medical and/or Hardship	<u>162,238</u>

**SCHOLARSHIPS AWARDED ON A MERIT BASIS TO CHILDREN OF
EMPLOYEES OF FORT WORTH STAR-TELEGRAM**

Johanna Baker	3,000
Julianne Burch	3,000
Patrick Byars	3,000
Paul Cline	3,000
Deandra DeNapoli	1,500
Christina DeSantiago	5,000
Draye Densmore	3,000
Sentell Dickson	3,000
Monica Hailey	5,000
Charles Hall	1,500

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

**SCHOLARSHIPS AWARDED ON A MERIT BASIS TO CHILDREN OF
EMPLOYEES OF FORT WORTH STAR-TELEGRAM (continued)**

Morgan Hensarling	1,500
Thai Ho	5,000
Samuel Kaskovich	5,000
Katherine Keatley	3,000
Jacob Mallison	3,000
Michael Tyler Martin	3,000
Rachel Mc Vea	3,000
Colbie Page	2,000
Andrew Pinckney	3,000
Laura Ann Record	5,000
Hayden Redmon	3,000
Stephanie Roach	3,000
Caitlin Shepherd	1,500
Benjamin Williams	1,500
Cooper Wyatt	5,000
Sub-total Scholarships	<u>78,500</u>

OTHER GIFTS

Allied Theatre Group	Fort Worth, TX	6,000
Amon Carter Museum	Fort Worth, TX	135,000
Arlington Life Shelter	Arlington, TX	10,000
Arts Council Northeast	Bedford, TX	10,000
Ballet Concerto	Fort Worth, TX	10,000
Boys and Girls Clubs of Greater Fort Worth	Fort Worth, TX	10,000
Camp Fire USA--First Texas Council	Fort Worth, TX	10,000
Cancer Care Services	Fort Worth, TX	10,000
Casa Manana Theatre	Fort Worth, TX	10,000
CASA of Tarrant County	Fort Worth, TX	10,000
Catholic Charities Diocese of Fort Worth	Fort Worth, TX	10,000
Center for Nonprofit Management	Fort Worth, TX	10,000
Communities in Schools of Tarrant County	Fort Worth, TX	10,000
Cook Children's Medical Center	Fort Worth, TX	100,000
Depression Connection	Fort Worth, TX	10,000
Fort Worth Country Day--Breakthrough	Fort Worth, TX	20,000
Fort Worth ISD--Paschal Band	Fort Worth, TX	20,000
Fort Worth Opera	Fort Worth, TX	10,000

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2015

Schedule #3

OTHER GIFTS (continued)

Fort Worth Public Library Foundation	Fort Worth, TX	5,000
Fort Worth Sister Cities	Fort Worth, TX	10,000
Fort Worth Star Telegram Charities	Fort Worth, TX	11,000
Fort Worth Symphony	Fort Worth, TX	20,000
Grandview Cemetery Association	Grandview, TX	4,000
Historic Fort Worth	Fort Worth, TX	10,000
Housing Opportunities of Fort Worth	Fort Worth, TX	10,000
Imagination Celebration	Fort Worth, TX	10,000
Jewel Charity	Fort Worth, TX	20,000
Ladder Alliance	Fort Worth, TX	5,000
Learning Center of North Texas	Fort Worth, TX	10,000
Lone Star Film Festival	Fort Worth, TX	7,500
Make a Wish Foundation North Texas	Fort Worth, TX	5,000
Mayfest, Inc.	Fort Worth, TX	10,000
Modern Art Museum of Fort Worth	Fort Worth, TX	10,000
New Key School	Fort Worth, TX	10,000
Pacific Youth Correctional Ministries	Redlands, CA	10,000
Performing Arts Fort Worth	Fort Worth, TX	15,000
Presbyterian Night Shelter	Fort Worth, TX	50,000
Project Hand Up	Grapevine, TX	100,000
RiverTree Academy	Fort Worth, TX	60,000
SafeHaven of Tarrant County	Fort Worth, TX	10,000
Score a Goal in the Classroom	Fort Worth, TX	10,000
Senior Citizen Services of Tarrant County	Fort Worth, TX	20,000
Susan G. Komen Breast Cancer Foundation	Fort Worth, TX	10,000
Tarrant County Samaritan Housing	Fort Worth, TX	10,000
Texas Ballet Theatre	Fort Worth, TX	10,000
Texas Christian University	Fort Worth, TX	30,500
University of North Texas	Denton, TX	100,000
University of North Texas Health Science Center	Fort Worth, TX	40,000
YMCA of Metropolitan Tarrant County	Fort Worth, TX	275,000
Youth Orchestra of Greater Fort Worth	Fort Worth, TX	5,000
YWCA of Fort Worth	Fort Worth, TX	10,000
Sub-total Other Gifts		<u>1,334,000</u>

GRAND TOTAL OF CONTRIBUTIONS, GIFTS, AND GRANTS

Page 1, Line 25; Page 11, Part XV, Line 3(a)

1,574,738