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

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015, or tax year beginning

, 2015, 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☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

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

\$ 571,328,137.

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 CK ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

47,314.

47,314.

4 Dividends and interest from securities. Sch. 4

9,006,797.

9,015,412.

5a Gross rents

60,670.

60,670.

b Net rental income or (loss)

18,323.

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

20,877,060.

b Gross sales price for all assets on line 6a

39,002,658.

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

17,109,657.

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)

Sch. 5

10,754,147.

8,930,256.

12 Total. Add lines 1 through 11.

40,745,988.

35,163,309.

13 Compensation of officers, directors, trustees, etc.

1,065,499.

612,753.

452,746.

14 Other employee salaries and wages

179,560.

63,021.

116,539.

15 Pension plans, employee benefits

297,805.

159,232.

138,573.

16a Legal fees (attach schedule). Sch. 6

20,200.

10,908.

9,292.

b Accounting fees (attach sch). Sch. 6

34,000.

18,360.

15,640.

c Other prof. fees (attach sch). Sch. 6

860,988.

848,285.

12,703.

17 Interest

18 Taxes (attach schedule) (see instrs). Sch. 5

1,519,795.

1,222,730.

19 Depreciation (attach schedule) and depletion. Sch. 6

248,097.

229,589.

20 Occupancy

110,700.

59,778.

50,922.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

Sch. 5

2,923,970.

2,526,257.

91,853.

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

7,260,614.

5,750,913.

888,268.

25 Contributions, gifts, grants paid

31,517,820.

31,517,820.

26 Total expenses and disbursements. Add lines 24 and 25.

38,778,434.

5,750,913.

32,406,088.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

1,967,554.

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

29,412,396.

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

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REVENUE

ADMINISTRATIVE AND EXPENSES

649

Part I 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	374,090.	640,958.	640,958.
	2 Savings and temporary cash investments	82,814,079.	85,991,037.	85,991,037.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	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			
	10 a Investments — U.S. and state government obligations (attach schedule) Sch .8.	8,375,362.	7,046,532.	6,170,001.
	b Investments — corporate stock (attach schedule) Sch .9.	92,695,883.	97,488,351.	246,739,337.
	c Investments — corporate bonds (attach schedule) Sch .11.	32,316,196.	30,463,281.	28,206,566.
	11 Investments — land, buildings, and equipment: basis	30,837,337.		
Less: accumulated depreciation (attach schedule) Sch .12.	18,649,503.	12,399,487.	12,187,834.	
12 Investments — mortgage loans	1,550,000.	1,000,000.	1,000,000.	
13 Investments — other (attach schedule) Sch .14.	117,758,573.	114,829,640.	156,065,848.	
14 Land, buildings, and equipment: basis	2,886,712.			
Less: accumulated depreciation (attach schedule) Sch .15.	2,610,606.	308,391.	276,106.	
15 Other assets (describe Sch .16)	56,378,481.	57,014,357.	413,840.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	404,970,542.	406,938,096.	571,328,137.	
LIABILITIES	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe Sch .16)	0.	0.	
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	382,276,629.	402,377,123.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	22,693,913.	4,560,973.	
30 Total net assets or fund balances (see instructions)	404,970,542.	406,938,096.		
31 Total liabilities and net assets/fund balances (see instructions).	404,970,542.	406,938,096.		

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	404,970,542.
2 Enter amount from Part I, line 27a	2	1,967,554.
3 Other increases not included in line 2 (itemize) Schedule 16	3	0.
4 Add lines 1, 2, and 3	4	406,938,096.
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	406,938,096.

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
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a <u>Schedule 1</u>			
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 35,199,954.		18,090,297.	17,109,657.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			17,109,657.
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	17,109,657.
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))
2014	27,034,348.	590,292,001.	0.045798
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

2 Total of line 1, column (d)	2	0.251717
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	0.050343
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	564,635,557.
5 Multiply line 4 by line 3	5	28,425,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	294,124.
7 Add lines 5 and 6.	7	28,719,572.
8 Enter qualifying distributions from Part XII, line 4	8	32,806,088.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	294,124.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	294,124.
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	294,124.
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	594,274.	
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	594,274.	
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	300,150.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 300,150. Refunded	11		

Part VII 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 <input type="checkbox"/> \$ <u>N/A</u> (2) On foundation managers <input type="checkbox"/> \$ <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 <input type="checkbox"/> \$ <u>N/A</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If 'Yes,' attach a detailed description of the activities.		
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?		X
If 'Yes,' attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col. (c), and Part XV	X	
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 2015 or the taxable year beginning in 2015 (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? Website address <u>www.agcf.org</u>	13	X	
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 and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>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</u> , <u>20</u> , <u>20</u> , <u>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 2015 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 2015.)	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 2015?	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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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	993,499.	258,901.	19,771.

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	84,860.	34,591.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm & Accounting Assistant 42.50	82,680.	36,646.	0.

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

Part VII 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	726,749.
BNY Mellon Asset Servicing One BNY Mellon Center Pittsburgh PA 15258	Custodian of Assets	97,074.
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	353,657,405.
b	Average of monthly cash balances	1 b	80,829,777.
c	Fair market value of all other assets (see instructions)	1 c	138,746,886.
d	Total (add lines 1a, b, and c)	1 d	573,234,068.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) Schedule 20	1 e	625,610.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	573,234,068.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,598,511.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	564,635,557.
6	Minimum investment return. Enter 5% of line 5	6	28,231,778.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	28,231,778.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a	294,124.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	294,124.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,937,654.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,937,654.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,937,654.

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	32,406,088.
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	400,000.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,806,088.
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	294,124.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,511,964.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				27,937,654.
2 Undistributed Income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	3,466,573.			
b From 2011	0.			
c From 2012	0.			
d From 2013	2,585,531.			
e From 2014	0.			
f Total of lines 3a through e	6,052,104.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 32,806,088.				
a Applied to 2014, 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 2015 distributable amount				27,937,654.
e Remaining amount distributed out of corpus	4,868,434.			
5 Excess distributions carryover applied to 2015 (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	10,920,538.			
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 2014. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	3,466,573.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	7,453,965.			
10 Analysis of line 9:				
a Excess from 2011	0.			
b Excess from 2012	0.			
c Excess from 2013	2,585,531.			
d Excess from 2014	0.			
e Excess from 2015	4,868,434.			

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 2015, enter the date of the ruling | | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section | | | | | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 4942(j)(5) |
| 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 | Tax year | Prior 3 years | | | (e) Total | |
| | (a) 2015 | (b) 2014 | (c) 2013 | (d) 2012 | | |
| 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 XV 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 Paid during the year</i> Schedule 18				
Total			3 a	31,517,820.
<i>b Approved for future payment</i> Schedule 19				
Total			3 b	17,510,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	47,314.	
4 Dividends and interest from securities	900099	2,154.	14	9,004,643.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	18,323.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . .	900099	2,623,740.	18	18,253,320.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue.					
a Oil and gas royalties			15	8,590,242.	
b Lease bonuses and delay rentals			15	440,857.	
c Miscellaneous income			18	2,721.	
d Other partnership income	900099	1,615,841.	18	104,486.	
e					
12 Subtotal. Add columns (b), (d), and (e)		4,241,735.		36,461,906.	
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

States Registered InTX - TexasCA - CaliforniaOK - OklahomaGA - GeorgiaMS - Mississippi

SCHEDULE 1

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

Line 1--See Schedule 2 and Schedule 3

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

	<u>Sales Price</u>	<u>Basis</u>	<u>Gain/(Loss)</u>
Short-term capital gain (Schedule 2)	2,472,842	1,303,048	1,169,794
Long-term capital gain (Schedule 3)	32,727,112	16,787,249	15,939,863
	<u>35,199,954</u> *	<u>18,090,297</u>	<u>17,109,657</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	39,002,658
Less nontaxable gain on corporate bond	(339,276)
Less nontaxable gain on partnership	(804,387)
Less UBI gain reported on 990-T	<u>(2,659,041)</u>
Page 3, Part IV, Line 1(e)--Gross sales price	<u>35,199,954</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	20,877,060
Less nontaxable gain on corporate bond	(339,276)
Less nontaxable gain on partnerships	(804,387)
Less UBI capital gain on 990-T	<u>(2,659,041)</u>
Plus UBI capital loss on 990-T	35,301
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>17,109,657</u>

AMON G. CARTER FOUNDATION

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SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Publicly traded securities		P	Var	Var 15	1,252,749	945,161	307,588
Partnership	Apogee Fund, LP--per K-1					259,171	(259,171)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				17,581		17,581
Partnership	Satori Alpha, LP--per K-1				819,262		819,262
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				382,478		382,478
Partnership	TEPCO MLP, Ltd--per K-1					98,716	(98,716)
Partnership	VSS Communications Partners IV, LP--per K-1				772		772
	Total to Schedule 1				2,472,842	1,303,048	1,169,794

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SCHEDULE 3

Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)	FMV 12/31/69	Basis 12/31/69	Excess	Gain (Loss)
Publicly traded securities			Var	Var 15							
Shares	6,750 Cortex Global Fund Offshore, Ltd	P	3/29/13	6/19/15	6,997,252	6,750,000	247,252				247,252
Shares	750 Cortex Global Fund Offshore, Ltd	P	3/29/13	8/31/15	745,413	750,000	(4,587)				(4,587)
Note Receivable	Carter Distribution Center I, LP		11/11/11	7/27/15	471,680	550,000	(78,320)				(78,320)
Partnership	Apogee Fund, LP--per K-1				1,025,674		1,025,674				1,025,674
Partnership	Eiger Holdco, LLC--per K-1				265,379		265,379				265,379
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				73,208		73,208				73,208
Partnership	LKCM Headwater Investments I, LP--per K-1				3,402,134		3,402,134				3,402,134
Partnership	Parallel 2005 Equity Fund, LP--per K-1					339,777	(339,777)				(339,777)
Partnership	PNL Institutional Partners, LP--per K-1					26,088	(26,088)				(26,088)
Partnership	PTV Sciences II, LP--per K-1				297,383		297,383				297,383
Partnership	Satori Alpha, LP--per K-1				8,093		8,093				8,093
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				2,264,613		2,264,613				2,264,613
Partnership	TSG4 LP--per K-1					805,481	(805,481)				(805,481)
Partnership	TSG5 LP--per K-1				4,866,020		4,866,020				4,866,020
Partnership	VSS Communications Partners IV, LP--per K-1				13,080		13,080				13,080
Total to Schedule 1					32,727,112	16,787,249	15,939,863	0	0	0	15,939,863

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

Line 4, Column (a)--Dividends and LT inv interest per books	9,006,797
Plus taxable partnership interest not booked	8,634
Plus booked interest offset from partnership not taxable	2,135
Less interest from partnerships to be reported on 990-T	<u>(2,154)</u>
Line 4, Column (b)--Dividends and interest--Net investment income	<u><u>9,015,412</u></u>

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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	440,857				440,857
Miscellaneous income	2,721				2,721
Oil and gas royalties	8,590,242				8,590,242
Other partnership income	1,720,327	(69,124)	138,926	1,615,841	(103,564)
Total, Page 1, Line 11	10,754,147	(69,124)	138,926	1,615,841	8,930,256

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	493,627			493,627
Real estate properties	155,824			155,824
Federal excise tax	294,124	294,124		0
Federal income tax	0	0		0
Oil and gas production tax	563,571			563,571
State taxes	2,941		2,941	0
Withheld foreign tax and other	9,708			9,708
Total, Page 1, Line 18	1,519,795	294,124	2,941	1,222,730

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	58,199			27,021	31,178
Grant administrative expense	40,250				40,250
Meals and entertainment	11,766		5,883	3,079	2,804
Non deductible expense	10,283		10,283		
Office expense	81,186			63,565	17,621
Overriding royalties	17,833			17,833	
Partnership expense	2,704,453	22,433	312,127	2,414,759	
Total, Page 1, Line 23	2,923,970	22,433	328,293	2,526,257	91,853

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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	20,200	10,908	9,292
Total, Page 1, Line 16a	<u>20,200</u>	<u>10,908</u>	<u>9,292</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	97,074	97,074	0
Investment management fee	726,749	726,749	0
Retirement plan consulting and management	12,990	7,015	5,975
Real estate consulting and appraisal	9,550	9,550	0
Total, Page 1, Line 16c	<u>860,988</u>	<u>848,285</u>	<u>12,703</u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	25,513	13,777	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	6,772	0	0
Depletion (Schedule 7B)	215,812	215,812	0
Total, Page 1, Line 19	<u>248,097</u>	<u>229,589</u>	<u>0</u>

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SCHEDULE 7

Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/15	2015 Depreciation	Accumulated Depreciation @ 12/31/15
<u>General Office Furniture & Equipment</u>								
1979-2008	Fully depreciated	SL	250,138	50	250,088	250,088	0	250,088
2008	Office remodeling	14.29% SL	149,324	0	149,324	138,697	10,627	149,324
2009	Office furnishings	14.29% SL	16,223	0	16,223	12,749	2,318	15,067
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	32,604	6,915	39,519
2014	Computer firewall	20.00% SL	1,046	0	1,046	105	209	314
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	429	857	1,286
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	587	1,174	1,761
2014	Stone floor tile	14.29% SL	20,142	0	20,142	1,439	2,878	4,317
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	268	535	803
			<u>489,221</u>	<u>50</u>	<u>489,171</u>	<u>436,966</u>	<u>25,513</u>	<u>462,479</u>

Accumulated Depreciation per Schedule 7

Rounding difference

Accumulated Depreciation to Part II, Balance Sheet End of Year

462,479

(6)

462,473

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SCHEDULE 7A

Schedule of Depreciation:

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

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/15	2015 Depreciation	Accumulated Depreciation @ 12/31/15
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	4,505	819	5,324
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,031,232	819	2,032,051
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	110,131	5,953	116,084
			198,431	0	198,431	110,131	5,953	116,084
	Grand Total		2,397,490	131,367	2,266,123	2,141,363	6,772	2,148,135

Accumulated Depreciation per Schedule 7A

2,148,135

Rounding difference

(2)

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

2,148,133

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SCHEDULE 7B

Schedule of Cost Depletion

Oil and Gas Interest	Production	Reserves	Basis	Depletion
Texas Co, Oklahoma				
Oil	9	1,144	16,555	133
Sweetwater Co, WY				
Gas	326	20,298	35,353	568
Lincoln Co, WY				
Oil	14	18,172	2,410	2
Duchesne Co, UT				
Oil	975	8,356	70,233	8,193
Gas	307	1,424	2,015	434
Lea Co, NM				
Gas	117	19,644	24,303	145
Fort Bend Co, TX				
Gas	5,789	85,039	151,292	10,300
Chavez et al Cos, NM				
Oil	285	6,813	61,938	2,587
Gas	6	14,235	12,032	5
Tuscaloosa Co, AL				
Gas	43,003	272,115	464,246	73,366
Bossier Parish, LA				
Gas	46,198	134,752	350,252	120,079
				<u>215,812</u>

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SCHEDULE 8

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

Description and Par Value		Interest Rate	Maturity	Cost or Other Basis	Market Value
Collateralized Mtg. Obligations					
FHLMC 2182 SE	196,005	Var %	05/28	2,531	3,038
FHLMC 2591 IY	378,581	5.000%	03/18	10,124	16,006
FHLMC 4028 VI IO	861,238	4.000%	03/25	137,634	117,206
FNMA ARMS 770993	387,257	Var %	04/34	392,340	408,386
FNMA 94-50 F	306,969	Var %	03/24	312,602	309,489
FNMA 07-83 AB	301,442	Var %	08/37	307,471	338,752
FNMA 07-88 CI IO	2,045,772	Var %	09/37	261,216	340,846
FNMA 10-9 AS	2,246,051	Var %	01/40	283,125	359,211
FNMA 11-149 MS IO	3,874,067	Var %	11/41	620,904	403,523
FNMA 12-39 SE IO	4,599,147	Var %	04/42	850,337	644,157
FNMA 12-83 LI	1,456,369	4.500%	04/41	230,199	237,286
FNMA 12-104 PI IO	3,394,330	4.500%	03/42	474,819	420,252
GNMA 14-118 AI IO	4,711,641	3.500%	05/40	773,090	502,732
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,460,016
GSR MLT 04-12 2A3	1,018,325	Var %	12/34	824,840	609,101
Total Page 2, Part II, line 10a (b) & (c)				7,046,532	6,170,001

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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)	47,937,499	171,385,396
Fisher Investments (Schedule 10A)	49,550,851	69,723,447
Non-traded--Mereken Land & Production Co.	1	5,630,494
Total Page 2, Part II, Line 10b (b)	<u>97,488,351</u>	
Total Page 2, Part II, Line 10b (c)		<u>246,739,337</u>

AMON G. CARTER FOUNDATION

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SCHEDULE 10

Schedule of Common Stocks--Traded

Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	1,756,975
90,000	Bank of America	654,251	1,514,700
50,000	BHP Billiton	794,985	1,288,000
100,000	Bristol Myers Squibb	1,796,890	6,879,000
30,000	Celgene	578,210	3,592,800
35,000	Chevron	1,869,643	3,148,600
85,000	Comcast	2,069,691	4,796,550
40,000	El Du Pont De Nemours	1,505,324	2,664,000
52,806	Exxon Mobil	157,461	4,116,228
50,000	Freeport-McMoRan	1,722,124	338,500
150,000	General Electric	208,825	4,672,500
50,000	Halliburton	1,708,165	1,702,000
50,000	Hartford Financial Services	1,100,194	2,173,000
30,000	Home Depot	1,152,000	3,967,500
50,000	Honeywell International	1,728,000	5,178,500
50,000	I.B.M. Corporation	1,336,528	6,881,000
40,019	Intersect ENT	251,465	900,428
66,000	JPMorgan Chase	1,899,913	4,357,980
60,000	Johnson & Johnson	198,897	6,163,200
120,000	L Brands	1,228,638	11,498,400
32,810	LDR Holding	263,136	823,859
80,000	Microsoft	2,362,676	4,438,400
80,000	Occidental Petroleum	886,866	5,408,800
90,000	Pepsico	423,708	8,992,800
105,000	Pfizer	622,813	3,389,400
100,000	Philip Morris Int'l	831,520	8,791,000
60,000	Potash Corp of Saskatchewan	1,825,512	1,027,200
90,000	Procter & Gamble	320,034	7,146,900
70,000	Royal Bank Canada	1,660,400	3,750,600
50,000	Sandisk	2,248,735	3,799,500
20,000	Stryker	924,000	1,858,800
60,000	Target	1,682,400	4,356,600
25,000	TE Connectivity Ltd	598,645	1,615,250
70,000	Texas Instruments	2,088,657	3,836,700
12,550	Time Warner Cable	443,458	2,329,154
160,713	Unilever N.V.	246,958	6,962,087
120,000	United Technologies	664,795	11,528,400
25,000	UnitedHealth Group	1,298,375	2,941,000
27,890	Veolia Environnement	570,457	662,443
28,765	Verizon Communications	1,352,530	1,329,518
59,659	Vodafone Group PLC	512,326	1,924,599
17,500	Whirlpool	1,321,229	2,570,225
75,000	Worthington Inds	1,264,193	2,260,500
20,000	Zimmer Holdings	1,360,998	2,051,800
Total to Schedule 9		47,937,499	171,385,396

AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2015

SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
19,500	AAR Corp	502,081	512,655
14,100	Acadia Realty Trust	355,829	467,415
37,300	American Equity Investment Life	759,661	896,319
11,030	Anixter International Inc	361,657	666,102
15,300	Artisan Partners Asset Management	578,368	551,718
22,300	Aspen Technology Inc	819,612	842,048
15,500	Atlas Air Worldwide Holdings	614,595	640,770
13,400	Avista Corp	247,354	473,958
37,800	BancorpSouth Inc	764,055	906,822
21,000	Beacon Roofing Supply Inc	808,494	864,780
3,870	Bio-Rad Laboratories Cl A	213,509	536,614
5,300	Boston Beer Co Inc	614,829	1,070,123
11,800	Cabela's Inc	287,265	551,414
30,471	CalAtlantic Group Inc	651,866	1,155,460
33,500	Capitol Federal Financial Inc	398,659	420,760
9,600	Chemed Corp	954,105	1,438,080
9,730	Corporate Office Pptys Tr	435,639	212,406
33,600	Darling Ingredients Inc	572,352	353,472
19,660	Domino's Pizza Inc	642,603	2,187,175
3,400	Dril-Quip Inc	233,805	201,382
16,900	DuPont Fabros Technology Inc	438,390	537,251
34,500	East West Bancorp Inc	503,885	1,433,820
11,433	Education Realty Trust Inc	352,432	433,082
15,700	FEI Company	466,104	1,252,703
56,145	Finisar Corp	837,066	816,348
14,200	First American Financial Corp	584,842	509,780
27,905	Glacier Bancorp Inc	546,243	740,320
16,900	Greatbatch Inc	853,929	887,250
27,000	Heartland Express Inc	537,660	459,540
17,000	Heartland Payment Systems Inc	735,676	1,611,940
15,800	Heico Corp	847,957	858,888
4,750	Helmerich & Payne	64,122	254,363
19,600	Hill-Rom Holdings Inc	569,267	941,976
20,100	Hub Group Inc	822,783	662,295
9,650	Idacorp Inc	300,408	656,200
11,095	Ingredion Inc	341,655	1,063,345
63,475	Janus Capital Group Inc	521,473	894,363
26,650	Jarden Corp	280,764	1,522,248
6,300	Kansas City Southern	114,427	470,421
26,100	Kate Spade & Co	296,931	463,797
57,400	KB Home	917,663	707,742
5,100	Landstar System Inc	359,373	299,115
24,000	Lazard Ltd -A-	978,696	1,080,240
12,200	Lincoln Electric Holdings Inc	355,750	633,058
10,400	Magellan Health Inc	604,062	641,264
13,600	Meredith Corp	486,213	588,200
23,800	Meritage Homes Corp	1,036,403	808,962
9,500	Mid-America Apartment Communities Inc	505,375	862,695
6,665	MSC Indl Direct Inc Cl A	161,660	375,040

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2015

SCHEDULE 10A

Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
17,370	Mueller Industries	300,456	470,727
12,595	National Retail Properties Inc	298,770	504,430
19,100	NCR Corp	258,778	467,186
13,600	NetScout Systems Inc	527,975	417,520
3,220	Northwest Natural Gas Co	154,548	162,964
24,500	NuVasive Inc	902,025	1,325,695
8,600	Oceaneering International Inc	106,697	322,672
28,501	PacWest Bancorp	988,268	1,228,393
24,615	Parexel International Corp	577,843	1,676,774
3,620	Perrigo Co PLC	563,091	523,814
13,280	Plexus Corp	289,155	463,738
19,780	Prosperity Bancshares Inc	1,023,256	946,671
19,489	Qorvo Inc	297,365	991,990
21,700	Raymond James Financial Inc	285,477	1,257,949
6,430	Regal Beloit Corp	265,515	376,284
37,300	RLJ Lodging Trust	1,006,873	806,799
5,300	Schein, Henry Inc	104,411	838,407
15,300	Scotts Miracle-Gro Co	583,266	987,003
78,500	Select Medical Holdings Corp	1,055,597	934,935
18,200	Sotheby's	625,836	468,832
12,800	Sovran Self Storage Inc	602,591	1,373,568
20,245	Steris PLC	708,504	1,525,258
27,800	Stratasys Ltd	763,466	652,744
16,200	SVB Financial Group	519,179	1,926,180
30,500	Swift Transportation Co	771,751	421,510
5,200	Teledyne Technologies Inc	79,125	461,240
10,710	Toro Company	194,929	782,580
8,900	Treehouse Foods Inc	477,356	698,294
11,000	UMB Financial Corp	670,752	512,050
70,000	Umpqua Holdings Corp	1,214,598	1,113,000
26,080	Veeco Instruments Inc	822,048	536,205
24,114	Verint Systems Inc	1,359,752	978,064
62,800	Vishay Intertechnology Inc	848,170	756,740
25,000	Waddell & Reed Financial Inc	676,382	716,500
37,565	Webster Financial Corp	937,890	1,397,042
18,700	West Pharmaceutical Services	536,714	1,126,114
21,500	Wintrust Financial Corp	903,255	1,043,180
34,122	Wright Medical Group NV	722,038	825,070
	Total Stocks	49,261,243	69,433,839
	JP Morgan US Tr Inc	289,608	289,608
	BMCR--Late Money Dep Acct	0	0
	Cash--pending settlement	0	0
	Total Cash and Equivalents	289,608	289,608
	GRAND TOTAL	49,550,851	69,723,447

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2015

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	2,032,341	2,156,600
302,137	CHMAC 04-2 A2	6.000%	10/34	316,017	302,769
354,965	First Horizon Mtg 1-A-4	5.750%	05/37	354,699	296,176
1,002,314	GMACM 06-J1 A-2	5.750%	04/36	991,496	954,053
2,000,000	Goldman Sachs Group	5.625%	01/17	2,022,909	2,077,360
376,738	HSI ALO 06-2 1A2	6.000%	12/36	361,141	249,235
248,673	INDYMAC 06-AR13 A1	Var %	07/36	251,004	211,250
2,111,000	JP Morgan Chase 06-CB17 AM	5.464%	12/43	2,064,822	2,123,624
1,149,028	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	968,056	1,141,904
190,659	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	182,943	169,048
5,000,000	Lloyds TSB Bank	4.500%	07/22	5,000,000	5,049,550
245,392	Master ABST 05-AB1 A3B	Var %	11/35	225,760	246,553
424,352	Master Alt 03-5 3A1	6.000%	08/33	432,044	435,881
385,492	Metropolitan Ast Fdg 98-A B1	7.728%	05/14	389,347	380,414
2,000,000	Pacific Life Global	Var %	02/16	2,000,000	1,988,000
926,024	Renaissance Hm Eq 05-4 A3	Var %	02/36	907,504	913,254
1,133,191	RidgeWorth Seix High Yield I Fund			11,175,224	8,804,894
522,136	SARM 06-2 5A1	Var %	03/36	522,054	430,992
272,742	SURF 04-AA1 1A1	5.000%	10/34	265,920	275,009
Total Page 2, Part II, Line 10c (b) & (c)				<u>30,463,281</u>	<u>28,206,566</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2015

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	962,444	0	962,444	1,466,800
	<u>9,666,342</u>	<u>0</u>	<u>9,666,342</u>	<u>21,152,548</u>
Mineral Interests (Schedule 13)	<u>21,170,995</u>	<u>18,649,503</u>	<u>2,521,492</u>	<u>24,921,252</u>
	<u>30,837,337</u>	<u>18,649,503</u>		
Total Page 2, Part II, Line 11 (b)			<u>12,187,834</u>	
Total Page 2, Part II, Line 11 (c)				<u>46,073,800</u>

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
OIL AND GAS ROYALTIES--PRODUCING				
TEXAS				
Andrews County				
Grace, Terry, Sykes, Hitzelberger, Wilcher, Smith	12	0	12	90,708
Clay County				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	282
Chappel #1	815	814	1	1
Crane and Ward Counties				
Gulf Estes Ranch	2,400	2,399	1	759
DeWitt and Gonzales Counties				
DuBose Gas Units	14,453	14,298	155	312,813
Ector County				
Cowden	98,000	97,999	1	394,962
Parker	7,000	6,997	3	565,230
Sands-Goldsmith	92,245	92,244	1	233,616
TXL	236,281	236,280	1	100,764
Fisher County				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
Fort Bend County				
Fort Bend County	420,598	279,606	140,992	66,366
Gaines County				
A.L. Wasson	451,000	450,998	2	8,399,898
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire: Klattenhoff	10,011	10,010	1	86,808
Mobil: A.R. Gillis	603	602	1	11,412
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	5,457
MSW-Stanolind	999,835	0	999,835	995,676
Hansford County				
Kaiser: White "B" Gas Unit	400	399	1	1
Johnson County				
Johnson County Farm	0	0	0	37,665
Loving County				
Gaspergou	0	0	0	110,442
Martin County				
Gulf: Glass	6,104	6,103	1	203,292
Jake Harmon--Yates, Carter	1	0	1	1,190,250
Moore County				
Bridges and Kelley	1,000	999	1	43,182
Moore and Sherman Counties				
Huber Gas Unit	1,000	999	1	3,072
Ochiltree County				
Texaco: Herndon	111	110	1	58,683
Helendale Properties: Tregallis	96	95	1	1

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	1,374
Nutt	2	0	2	61,068
Reeves County				
Kimbrough	0	0	0	1,782
Roberts County				
Quinduno	345,000	344,999	1	389,928
Stonewall County				
Brown "A"	328	327	1	8,085
Tamarack--A.G.C. Foundation	164	163	1	1
Tarrant County				
Eagle Mountain Ranch	0	0	0	678,378
Benbrook	0	0	0	9,312
Eastside	0	0	0	254,613
Everman	0	0	0	1,583,454
Lake Country	0	0	0	1,257,720
North Farm	0	0	0	17,847
Shady Oaks	0	0	0	59,580
Upshur County				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	9,078
Upton County				
Anna Wells and Clara Hill--Brennand	963	961	2	129,645
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	11,700
Adobe: Gurney, Barstow, & Williams	99	98	1	283,422
Winkler County				
M.E. Crum	121,733	121,732	1	16,869
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	188,043
Amburgey	4,368	4,367	1	11,652
Carter State	441	440	1	1
ALABAMA				
Tuscaloosa County	1,881,981	1,491,101	390,880	311,991
CALIFORNIA				
Ventura County				
Edison & RBU-C. Secondary	5,381,594	5,381,594	0	4,104,864
LOUISIANA				
Bossier Parish				
	2,005,286	1,775,114	230,172	284,448
Jackson Parish				
Vernon Field	225,923	225,923	0	48,201

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2015

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	35,529	71,378	34,971
Lea County				
Allison Federal Com	41,724	17,565	24,159	849
OKLAHOMA				
Texas County				
N.E. Rice Unit	27,026	10,604	16,422	1,773
UTAH				
Duchesne & Uintah Counties	162,142	98,521	63,621	122,139
WYOMING				
Lincoln County				
N. Anderson Canyon, South Hogsback	88,622	86,214	2,408	32,289
Sweetwater County				
Brehm, Huber	81,048	46,263	34,785	4,617
	<u>13,011,330</u>	<u>11,036,469</u>	<u>1,974,861</u>	<u>22,831,041</u>
OVERRIDING ROYALTIES--PRODUCING				
TEXAS				
Atascosa County				
Urbanczyk & Richter	107,870	107,869	1	14,031
Ector County				
Johnson Unit	1	0	1	16,434
Moore County				
James C. Wilson	5,000	4,999	1	1
Winkler County				
J.B. Walton & Holt	7,243,850	7,243,849	1	686,364
NEW MEXICO				
Lea County				
Hill	221,344	221,343	1	144,558
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>861,388</u>
OIL PAYMENTS--PRODUCING				
Owenwood Pool, et al	499,898	0	499,898	1,228,836

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)	21,170,995	18,649,503	2,521,492	24,921,252

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2015

75-6000331

SCHEDULE 14

Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	13,577,046	12,799,189
Bravo Equity Partners II, LP	20-4047563	2,031,136	1,863,312
Eiger Holdco LLC	26-2635312	34,704	161,244
Eiger Real Estate Holdings LLC	27-2757020	27,118	27,724
Emerson Farm Investments, Ltd	38-3641874	442,030	3,101,085
Emerson Promontory Point, Ltd	27-3022941	(105,815)	0
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	17,697,020	16,906,515
FW River Plaza, LP	26-1525419	921,057	2,558,479
Gardens of Connemara, Ltd	20-1629143	122,975	87,263
LKCM Headwater Investments I, LP	27-3519379	2,393,879	5,790,113
LKCM Headwater Investments II, LP	47-2013847	240,094	577,551
LKCM Radio Group, LP	41-2051542	363,449	363,449
Montgomery Farm Garden District, Ltd	20-0382437	1,037,439	637,659
NOR Partners, LP	26-2750423	2,347,576	2,347,576
Parallel 2005 Equity Fund, LP	33-1127528	2,333,596	1,346,787
PNL Institutional Partners, LP	56-2510294	81,566	381,651
PTV Sciences II, LP	20-4736917	6,785,979	5,248,993
PTV IV, LP	90-1031816	844,635	1,505,425
Satori Alpha, LP	45-0644437	7,781,196	9,566,352
Sofinnova Venture Partners VIII, LP	45-2662873	3,580,008	4,718,255
Spindletop Healthcare Capital, LP	90-0658226	1,096,369	3,875,669
SWBC Craft LP	30-0815230	1,357,065	3,403,219
T/E Centreport Tech, Ltd	75-2735072	240,022	296,752
T/E Promontory Point, Ltd	75-2884764	2,950	0
TEPCO MLP, Ltd	75-2803438	949,171	0
Trademark Co-Invest Fund I, LP	38-3916020	1,183,062	1,188,610
TSG4 LP	30-0045316	464,219	589,117
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	5,166,347	7,768,511
TSG5 AIV I LP	90-0873576	930,116	2,838,607
TSG5 AIV II LP	90-0888235	302,009	921,697
TSG5 AIV III LP	47-4327741	537,874	1,641,530
TSG6 LP	45-5510352	4,562,919	11,442,790
TSG6 AIV I LP	90-0866408	1,065,099	2,671,032
TSG6 AIV II LP	32-0391448	306,718	769,181
TSG6 AIV III LP	80-0961280	1,051,827	2,637,749
TSG6 AIV IV LP	47-4317160	2,293,144	5,750,697
TSG7 B LP	47-5327507	(20,837)	0
VSS Communications Partners IV, LP	20-1631204	2,304,775	1,309,454
		<u>86,329,640</u>	<u>117,093,237</u>
Other:			
Adtech Global Corporation		1,000,000	1,000,000
LKCM Private Discipline International		5,000,000	10,438,724
Overseas CAP Partners, Inc		5,000,000	5,291,104
Paulson Credit Opportunities, Ltd Fund		10,000,000	14,062,527
SkyBridge Fund		7,500,000	8,180,256
Total Page 2, Part II, Line 13 (b) & (c)		<u>114,829,640</u>	<u>156,065,848</u>

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2015

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	(2,148,133)	249,356
General office furniture and equipment See Schedule 15B	<u>489,223</u>	<u>(462,473)</u>	<u>26,750</u>
Total Page 2, Part II, Line 14 (b)	<u><u>2,886,712</u></u>	<u><u>(2,610,606)</u></u>	<u><u>276,106</u></u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2015

75-6000331

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 @ 1/1/15	2015 Depreciation	Accumulated Depreciation @ 12/31/15
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	4,505	819	5,324
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,031,232	819	2,032,051
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	110,131	5,953	116,084
			198,431	0	198,431	110,131	5,953	116,084
	Grand Total		2,397,490	131,367	2,266,123	2,141,363	6,772	2,148,135

Summary:

Basis	2,397,490
Rounding difference	(1)
	2,397,489
Less: Accumulated Depreciation	(2,148,135)
Rounding difference	2
	(2,148,133)
	249,356

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2015

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SCHEDULE 15B

Land, Buildings, and Equipment

General Office Furniture and Equipment

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/15	2015 Depreciation	Accumulated Depreciation @ 12/31/15
General Office Furniture & Equipment								
1979-2008	Fully depreciated	SL	250,138	50	250,088	250,088	0	250,088
2008	Office remodeling	14.29% SL	149,324	0	149,324	138,697	10,627	149,324
2009	Office furnishings	14.29% SL	16,223	0	16,223	12,749	2,318	15,067
2010	Volkswagen Tiguan automobile	20.00% SL	39,519	0	39,519	32,604	6,915	39,519
2014	Computer firewall	20.00% SL	1,046	0	1,046	105	209	314
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	429	857	1,286
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	587	1,174	1,761
2014	Stone floor tile	14.29% SL	20,142	0	20,142	1,439	2,878	4,317
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	268	535	803
			<u>489,221</u>	<u>50</u>	<u>489,171</u>	<u>436,966</u>	<u>25,513</u>	<u>462,479</u>

Summary:

Basis	489,221
Rounding difference	<u>2</u>
	489,223
Accumulated Depreciation	(462,479)
Rounding difference	<u>6</u>
Total to Schedule 15	<u>(462,473)</u>
	<u>26,750</u>

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SCHEDULE 16

Other Assets	December 31 2014	December 31 2015	Market Value
Prepaid federal excise tax	64,274	300,150	300,150
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	56,350,517	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>56,378,481</u>	<u>57,014,357</u>	
Total, Page 2, Part II, Line 15 (c)			<u>413,840</u>

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

Analysis of Changes in Net Worth

Other increases not included in line 2:

Rounding	0
Total Page 2, Part III, Line 3	<u>0</u>

Decreases not included in Line 2:

Rounding	0
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 2015:

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	419,252	97,780	7,247
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	419,857	98,527	12,000
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	154,390	62,594	524
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		993,499	258,901	19,771

*Director

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Education			
Aledo ISD Education Foundation	Aledo, TX	Special program	30,000
Arlington ISD Foundation	Arlington, TX	Special program	10,000
Bobby Bragan Youth Foundation		Operating support	20,000
Bobby Bragan Youth Foundation		Event underwriting	5,000
Covenant Classical School		Capital support	200,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	20,000
Davey O'Brien Foundation		Event underwriting	7,887
Fort Worth Academy		Facility improvements	50,000
Fort Worth Country Day School		Capital support	1,000,000
Fort Worth Country Day School		Summer Breakthrough program	5,000
Fort Worth Independent School District		Scholarship program	5,000
Hill School of Fort Worth		Facility improvements	150,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Impossible Possibilities		Scholarship support	5,000
Intercollegiate Studies Institute	Wilmington, DE	Program expansion	50,000
Kinderplatz of Fine Arts		Event underwriting	3,000
Ladies on the Lamb		Scholarship support	1,000
Learning Center of North Texas, Inc.		Program support	75,000
Mansfield ISD Education Foundation	Mansfield, TX	Special program	20,000
Momentous Institute	Dallas, TX	Program expansion	75,000
New Key School		Technology upgrades	30,000
RiverTree Academy		Event underwriting	10,000
Score a Goal in the Classroom		Operating support	20,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
St. Philip's School and Community Center	Dallas, TX	Technology upgrades	40,000
STAR Sponsorship Program		Scholarship support	20,000
Tarrant County College		President's Fund	4,000
Teach for America	New York, NY	Program expansion	100,000
Texas Christian University		Stadium renovation	2,000,000
Texas Christian University		Coliseum renovation	1,000,000
Texas Christian University		Equestrian program	225,000
Texas Christian University		Scholarship support	22,800
Texas Christian University		Research program	20,000
Texas Christian University		Event underwriting	5,000
Texas Christian University		Chancellor's Fund	4,000
Texas State University	San Marcos, TX	Special program	20,000
Texas Wesleyan University		President's Fund	4,000
Trinity Valley School		Capital support	500,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
University of North Texas	Denton, TX	Special program	150,000
University of Texas at Arlington	Arlington, TX	Capital support	250,000
Subtotal Education			<u>6,216,687</u>

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Health and Medicine			
All Saints Health Foundation		Breast cancer program support	100,000
All Saints Health Foundation		Event underwriting	5,000
Alzheimer's Association--North Central Texas Chapter		Special program	40,000
American Heart Association		Event underwriting	20,000
Cancer Care Services		Special program	25,000
Child Study Center Foundation		Patient care fund	25,000
Children's Medical Center Foundation	Dallas, TX	Research program	150,000
Community Hospice of Texas		Facility improvements	50,000
Cook Children's Medical Center		Capital support	1,500,000
Cook Children's Medical Center		Children's medical camps	25,000
Cowtown Concourse for the Cure		Event underwriting	2,500
Cuisine for Healing		Program expansion	40,000
Dallas Methodist Hospitals Foundation	Dallas, TX	Capital support	250,000
Immunization Collaboration of Fort Worth		Operating support	2,500
Jamel L. West Alzheimer Center		Capital support	750,000
Jewel Charity		Event underwriting	25,000
JPS Foundation		Marketing initiative	150,000
NICU Helping Hands		Program expansion	30,000
Rutledge Foundation		Operating support	20,000
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Spirit Horse Therapeutic Riding	Corinth, TX	Operating support	25,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Texas Health Resources Foundation		Capital support	500,000
University of Texas Health Science Center at Tyler	Tyler, TX	Research support	250,000
Subtotal Health and Medicine			<u>4,010,000</u>
Humanities and Arts			
Allied Theatre Group		Operating support	40,000
Amon Carter Museum		Operating support	10,957,833
Amphibian Productions		Operating support	45,000
Art Libraries Society of North America	Oak Creek, WI	Event underwriting	10,000
Ballet Concerto		Program underwriting	7,500
Casa Manana		Facility improvements	100,000
Circle Theatre		Operating support	45,000
Fort Worth Museum of Science and History		Capital support	1,000,000
Fort Worth Opera Association		Operating support	50,000
Fort Worth Public Library Foundation		Program expansion	35,000
Fort Worth Symphony Orchestra		Operating support	100,000
Fort Worth Symphony Orchestra		Special program	75,000
Fort Worth Zoological Association		Capital support	1,000,000
Hip Pocket Theatre		Operating support	20,000
Imagination Fort Worth		Program support	15,000
Jubilee Players, Inc.		Operating support	30,000

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SCHEDULE 18
SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Humanities and Arts (continued)			
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	7,500
Mimir Chamber Music Festival		Event underwriting	10,000
NAACP-ACT SO	Baltimore, MD	Event underwriting	4,000
National Cowgirl Museum and Hall of Fame		Capital support	250,000
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
San Antonio Museum of Art	San Antonio, TX	Capital support	500,000
Streams and Valleys, Inc.		Operating support	10,000
Streams and Valleys, Inc.		Special program	3,800
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Association of Museums		Event underwriting	15,000
Texas Ballet Theatre		Operating support	50,000
Texas Ballet Theatre		Facility improvements	50,000
Texas Boys Choir		Marketing support	50,000
Texas Boys Choir		Operating support	3,000
Texas Girls Choir		Operating support	3,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Facility improvements	25,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>14,678,633</u>
Social Services			
A Wish with Wings		Event underwriting	5,000
Arlington Life Shelter	Arlington, TX	Special program	40,000
Big Brothers/Big Sisters of North Texas	Irving, TX	Program support	150,000
Boys and Girls Club of Greater Fort Worth		Facility repairs	275,000
Boys and Girls Club of Greater Fort Worth		Event underwriting	6,500
Boy Scouts of America--Longhorn Council		Event underwriting	2,500
Brighter Outlook		Event underwriting	2,500
Camp Summit	Dallas, TX	Capital support	150,000
CASA of Tarrant County		Event underwriting	5,000
Catholic Charities--Diocese of Fort Worth		Special program	100,000
Cenikor Foundation	??	Facility repair	50,000
Circle of Friends	Colleyville, TX	Operating support	5,000
Communities in Schools of Greater Tarrant County		Program expansion	175,000
Community Enrichment Center		Technology upgrades	50,000
Community Learning Center		Facility improvements	100,000
Cornerstone Assistance Network		Program support	100,000
Day Resource for the Homeless		Program support	50,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Dream Outside the Box		Program support	5,000
Easter Seals North Texas		Program expansion	50,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
Social Services (continued)			
Family First	Tampa, FL	Program expansion	100,000
Fellowship of Christian Athletes	Dallas, TX	Staff underwriting	20,000
Fort Worth Pregnancy Center		Equipment purchase	35,000
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000
Goodwill Industries of Fort Worth		Capital support	250,000
Helping Restore Ability	Arlington, TX	Program expansion	75,000
Hope Prison Ministries		Program expansion	35,000
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	10,000
Ladder Alliance		Operating support	25,000
Lena Pope Home		Program expansion	75,000
Lena Pope Home		Event underwriting	5,000
Make-a-Wish Foundation of North Texas		Program expansion	25,000
Mane Gait	McKinney, TX	Program support	25,000
Meals on Wheels of Tarrant County		Capital support	1,000,000
Meals on Wheels of Tarrant County		Operating support	25,000
National Association to Protect Children	Knoxville, TN	Program expansion	200,000
New Day Services for Children and Families		Operating support	75,000
New Day Services for Children and Families		Event underwriting	5,000
Northside Inter-Community Agency		Operating support	25,000
Parenting Center		Facility improvements	100,000
Pregnancy Lifeline		Program expansion	50,000
Presbyterian Night Shelter		Capital support	500,000
Recovery Resource Council		Facility improvements	100,000
Ronald McDonald House of Fort Worth		Facility improvements	100,000
Rookie League Baseball:			
Batters Up USA	McCaysville, GA	Special program	9,000
BEST, Inc.	Bethlehem, PA	Special program	20,000
Brewton Area YMCA	Brewton, AL	Special program	5,000
City of Monroeville	Monroeville, AL	Special program	15,500
Clinton County YMCA	Clinton, SC	Special program	6,000
Fossil Creek Little League		Special program	10,000
Milan Family YMCA		Special program	7,500
New York and Presbyterian Hospital	New York, NY	Special program	5,000
University Little League		Special program	15,000
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
Senior Citizen Services of Tarrant County		Program expansion	50,000
Snowball Express	Dallas, TX	Event underwriting	5,000
Star Telegram Charities, Inc.		Goodfellows Fund	10,000
Tarrant Area Food Bank		Program expansion	30,000

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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>
Social Services (continued)			
Tarrant Net		Special program	25,000
Texas Loves Children	Dallas, TX	Program expansion	100,000
Trinity Habitat for Humanity		Capital support	500,000
United Community Centers, Inc.		Capital support	375,000
United Way of Metropolitan Tarrant County		Annual campaign support	100,000
United Way of Metropolitan Tarrant County		Special program	68,000
Wings of Hope Equitherapy	Burleson, TX	Facility improvement	35,000
YWCA of Fort Worth and Tarrant County		Facility improvement	75,000
Subtotal Social Services			<u>5,844,500</u>
Miscellaneous			
American Quarter Horse Foundation	Amarillo, TX	Event underwriting	25,000
CNM Connect	Dallas, TX	Program support	25,000
Colonial Charitable Foundation		Event underwriting	5,000
Communities Foundation of Texas	Dallas, TX	Special program	45,000
Community Foundation of North Texas		Special programs	70,000
Cowboy Santas		Event underwriting	3,500
Discalced Carmelite Nuns	Arlington, TX	Facility repairs	20,000
Downtown Fort Worth Initiatives		Special program	426,000
Fort Worth Chamber Foundation		Event underwriting	2,000
Fort Worth Metropolitan Industrial Development		Leadership program	10,000
Fort Worth Promotion and Development Fund		Event underwriting	3,500
Goodman Institute of Public Policy Research	Dallas, TX	Special program	25,000
Junior League of Fort Worth		Program support	25,000
Mayfest, Inc.		Program expansion	25,000
Mayfest, Inc.		Event underwriting	10,000
Multicultural Alliance		Event underwriting	3,000
National College Baseball Hall of Fame	Lubbock, TX	Event underwriting	5,000
National Leadership Foundation		Publication underwriting	10,000
Southeast Fort Worth		Operating support	20,000
Tarrant County Bar Foundation		Event underwriting	5,000
Volunteer Now	Dallas, TX	Event underwriting	5,000
Subtotal Miscellaneous			<u>768,000</u>
GRAND TOTAL			<u><u>31,517,820</u></u>

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

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

All of the donees are public charities (Code PC) described in section 509(a)(1) or (2)

AMON G. CARTER FOUNDATION

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SCHEDULE 19

	December 31
<u>Grants Approved for Future Payment</u>	<u>2015</u>
All Saints Episcopal School	\$ 500,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	275,000
Dallas Theological Seminary (Dallas, TX)	20,000
Equestrian Initiative	75,000
Fort Worth Museum of Science and History	1,000,000
Fort Worth Opera Association	50,000
Meals on Wheels of Johnson and Ellis Countries (Cleburne, TX)	100,000
Oakridge School	250,000
Performing Arts Fort Worth	25,000
Southeast Fort Worth, Inc.	20,000
Streams and Valleys, Inc.	125,000
Tarrant Area Food Bank	500,000
Tarrant County Academy of Medicine	50,000
Texas Association for the Protection of Children (Dallas, TX)	20,000
Texas Christian University (Stadium Renovation)	8,000,000
Texas Christian University (Daniel-Meyer Coliseum)	4,000,000
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>\$ 17,510,000</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>6,256,104</u>
	6,256,104
Line 1e--Marketability discount claimed--10%	625,610

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	40,703,641
Less Page 1, Part I, Line 5b Net rental income	(18,323)
Plus Page 1, Part I, Line 5a Gross rents	<u>60,670</u>
Page 1, Part I, Lines 3-11, Column (a)	<u><u>40,745,988</u></u>