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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation ANDREA WAITT CARLTON FAMILY FOUNDATION		A Employer identification number 86-0910220
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 58389		B Telephone number 615-873-4142
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 37205		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 53,999,081.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		28,075.	27,892.		STATEMENT 1
4 Dividends and interest from securities		397,803.	397,803.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		474,925.			
b Gross sales price for all assets on line 6a 6,232,296.					
7 Capital gain net income (from Part IV, line 2)			474,925.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		8,758.	8,758.		STATEMENT 3
12 Total. Add lines 1 through 11		909,561.	909,378.		
13 Compensation of officers, directors, trustees, etc.		240,667.	24,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		27,130.	0.		0.
16a Legal fees STMT 4		7,603.	0.		0.
b Accounting fees STMT 5		24,114.	0.		0.
c Other professional fees STMT 6		90,370.	90,370.		0.
17 Interest		334.	334.		0.
18 Taxes STMT 7		44,970.	9,481.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		325,736.	271,359.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		760,924.	395,544.		0.
25 Contributions, gifts, grants paid		2,857,500.			2,857,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,618,424.	395,544.		2,857,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,708,863.>			
b Net investment income (if negative, enter -0-)			513,834.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA 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		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			42,262.	78,702.	78,702.
	2 Savings and temporary cash investments			2,357,900.	599,171.	599,171.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 9		3,727,701.	4,009,155.	4,541,116.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other		STMT 10		28,523,827.	26,950,144.	48,364,965.
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)		STATEMENT 11)		109,321.	415,127.	415,127.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				34,761,011.	32,052,299.	53,999,081.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)	STATEMENT 12)		1,182.	1,333.	
23 Total liabilities (add lines 17 through 22)			1,182.	1,333.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			34,759,829.	32,050,966.	
30 Total net assets or fund balances			34,759,829.	32,050,966.		
31 Total liabilities and net assets/fund balances			34,761,011.	32,052,299.		

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	34,759,829.
2 Enter amount from Part I, line 27a	2	<2,708,863.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	32,050,966.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,050,966.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	6,232,296.	6,181,194.	474,925.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			474,925.		
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	474,925.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,863,101.	57,867,313.	.049477
2013	2,759,812.	55,343,152.	.049867
2012	2,707,143.	52,463,866.	.051600
2011	2,535,050.	53,991,742.	.046953
2010	2,165,305.	51,435,418.	.042098
2 Total of line 1, column (d)			2 .239995
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 .047999
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 56,263,676.
5 Multiply line 4 by line 3			5 2,700,600.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,138.
7 Add lines 5 and 6			7 2,705,738.
8 Enter qualifying distributions from Part XII, line 4			8 2,857,500.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,138.
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	5,138.
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	5,138.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	48,706.	
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	48,706.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	43,568.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 10,000. Refunded ☒	11	33,568.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TN, DE</u>		
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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>SPENCE MANERS, CPA</u> Telephone no. ► <u>615-873-4142</u>		
Located at ► <u>P.O. BOX 58389, NASHVILLE, TN</u> ZIP+4 ► <u>37205</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		
► 15 <u>N/A</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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	<u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		240,667.	8,667.	6,710.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	55,676,249.
b Average of monthly cash balances	1b	1,444,234.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	57,120,483.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	57,120,483.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	856,807.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,263,676.
6 Minimum investment return. Enter 5% of line 5	6	2,813,184.

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

1 Minimum investment return from Part X, line 6		1	2,813,184.
2a Tax on investment income for 2015 from Part VI, line 5	2a	5,138.	
b Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		5,138.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		2,808,046.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		2,808,046.
6 Deduction from distributable amount (see instructions)	6		0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		2,808,046.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,857,500.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,857,500.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,138.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,852,362.

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				2,808,046.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012	89,264.			
d From 2013	43,530.			
e From 2014	15,033.			
f Total of lines 3a through e	147,827.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 2,857,500.			0.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount	49,454.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	197,281.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			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	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	197,281.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012	89,264.			
c Excess from 2013	43,530.			
d Excess from 2014	15,033.			
e Excess from 2015	49,454.			

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)				
a Paid during the year				
SEE STATEMENT 15	NONE	PUBLIC CHARITY	SEE STATEMENT 15	2,857,500.
Total			3a	2,857,500.
b Approved for future payment				
SEE STATEMENT 19	NONE	PUBLIC CHARITY	SEE STATEMENT 19	2,662,500.
Total			3b	2,662,500.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ABBOT DOWNING DARUMA PUBLICLY TRADED SECURITIES S			
b	ABBOT DOWNING DARUMA PUBLICLY TRADED SECURITIES L			
c	FROM PARTNERSHIPS-ST GAINS/LOSSES STMT 16			
d	FROM PARTNERSHIPS-LT GAINS/LOSSES STMT 17			
e	FROM PARTNERSHIPS-SEC 1231 GAINS/LOSSES STMT 18			
f	CAPITAL GAIN DIVIDENDS-VANGUARD ST FUND			
g	CAPITAL GAIN DIVIDENDS-VANGUARD LT FUND			
h	J.P. MORGAN DARUMA PUBLICLY TRADED SECURITIES S			
i	J.P. MORGAN DARUMA PUBLICLY TRADED SECURITIES L			
j	J.P. MORGAN DARUMA PUBLICLY TRADED SECURITIES L			
k	CAP GUARD ETOP FUND REDEMPTION	P	VARIOUS	12/18/15
l	CAP GUARD EUROPACIFIC GROWTH FUND	P	VARIOUS	07/20/15
m	CAPITAL GAIN DIVIDENDS-Europacific L			
n	OPERATING ACCOUNT STOCK SALES - JP MORGAN	P	VARIOUS	09/08/15
o	CAMCAP RESOURCES OFFSHORE FUND - REDEMPTION	P	05/27/11	12/31/15

(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	194,038.	280,400.	<86,362.>
b	426,711.	270,279.	156,432.
c			<10,269.>
d			408,189.
e			25,903.
f	48,457.		48,457.
g	320,116.		320,116.
h	423,260.	431,641.	<8,381.>
i	735,960.	587,990.	147,970.
j	60,692.	8,968.	51,724.
k	2,518,236.	2,906,969.	<388,733.>
l	500,000.	332,305.	167,695.
m	45,994.		45,994.
n	44,887.	9,840.	35,047.
o	413,945.	1,000,000.	<586,055.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<86,362.>
b			156,432.
c			<10,269.>
d			408,189.
e			25,903.
f			48,457.
g			320,116.
h			<8,381.>
i			147,970.
j			51,724.
k			<388,733.>
l			167,695.
m			45,994.
n			35,047.
o			<586,055.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

ANDREA WAITT CARLTON FAMILY FOUNDATION

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	VANGUARD - LT CAPITAL GAIN	P	01/13/12	07/22/15
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 500,000.		352,802.	147,198.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			147,198.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	474,925.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CAP GUARDIAN AM EUROPACIFIC FUND	252.	252.	
EIG ENERGY FUND XC. LP	1.	1.	
EIG ENERGY FUND XIV-A, LP	11,465.	11,465.	
IP III BLOCKER-I LP - AIV OF MHR IP III LP	621.	621.	
LIME ROCK RESOURCES C, LP	68.	68.	
MHR INSTITUTIONAL PARTNERS II, LP	8,872.	8,872.	
MHR INSTITUTIONAL PARTNERS III, LP	580.	580.	
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	75.	75.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	223.	223.	
PALO ALTO FUND II, LP	1,738.	1,738.	
VCFA VENTURE PARTNERS III, LP	15.	15.	
YORKTOWN ENERGY PARTNERS VII, LP	445.	445.	
YORKTOWN ENERGY PARTNERS VIII, LP	2,469.	2,469.	
YORKTOWN ENERGY PARTNERS X, LP	1,251.	1,068.	
TOTAL TO PART I, LINE 3	28,075.	27,892.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBOT DOWNNING OPERATING ACCCOUNT	101.	0.	101.	101.	
CAP GUARDIAN AM EUROPACIFIC FUND	75,966.	0.	75,966.	75,966.	
CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	785.	0.	785.	785.	
EIG ENERGY FUND XIV, LP	3.	0.	3.	3.	
JP MORGAN - DARUMA LOWRY HILL	18,079.	0.	18,079.	18,079.	
#5101-DIVIDENDS	14,021.	0.	14,021.	14,021.	
MHR INSTITUTIONAL PARTNERS II, LP	2,886.	0.	2,886.	2,886.	
MHR INSTITUTIONAL PARTNERS III, LP	3,544.	0.	3,544.	3,544.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	73,981.	0.	73,981.	73,981.	
PIMCO SHORT TERM FUND	16,569.	0.	16,569.	16,569.	
VANGUARD	190,262.	0.	190,262.	190,262.	
VCFA VENTURE PARTNERS III, LP	82.	0.	82.	82.	
YORKTOWN ENERGY PARTNERS VII, LP	809.	0.	809.	809.	
YORKTOWN ENERGY PARTNERS VIII, LP	631.	0.	631.	631.	
YORKTOWN ENERGY PARTNERS X, LP	84.	0.	84.	84.	
TO PART I, LINE 4	397,803.	0.	397,803.	397,803.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIME ROCK RESOURCES C, LP - ROYALTIES INCOME	1,171.	1,171.	
LIME ROCK RESOURCES C, LP - ORDINARY INCOME	27,871.	27,871.	
MHR INSTITUTIONAL PARTNERS III, LP - ORDINARY INCOME	<31.>	<31.>	
NEWPORT ASIA INSTITUTIONAL FUND, LP. - SEC. 988 LOSS	<2,049.>	<2,049.>	
EIG ENERGY FUND XIV-A, LP - ORDINARY INCOME	<5,675.>	<5,675.>	

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86-0910220

EIG ENERGY FUND XIV-A, LP - OTHER PORTFOLIO INCOME (LOSS)	8,768.	8,768.
YORKTOWN ENERGY PARTNERS VII, LP - OTHER PORTFOLIO INCOME (LOSS)	2.	2.
VCFA VENTURE PARTNERS III, LP - ORDINARY INCOME	1.	1.
VCFA VENTURE PARTNERS III, LP - OTHER PORTFOLIO INCOME (LOSS)	6.	6.
VCFA VENTURE PARTNERS III, LP - OTHER INCOME (LOSS)	7.	7.
VCFA VENTURE PARTNERS III, LP - NET RENTAL REAL ESTATE INCOME (LOSS)	4.	4.
YORKTOWN ENERGY PARTNERS VII, LP - ORDINARY INCOME	409.	409.
YORKTOWN ENERGY PARTNERS VII, LP - ROYALTIES	2,528.	2,528.
YORKTOWN ENERGY PARTNERS VIII, LP - ORDINARY INCOME	<25,390.>	<25,390.>
YORKTOWN ENERGY PARTNERS VIII, LP - ROYALTIES	7,360.	7,360.
MHR INSTITUTIONAL PARTNERS II LP - SEC. 988 GAIN	39.	39.
NEW MEXICO COMMUNITY CAPITAL FUND I, LP - OTHER INCOME	776.	776.
MHR INSTITUTIONAL PARTNERS III LP - SEC. 988 GAIN	1,602.	1,602.
YORKTOWN ENERGY PARTNERS VII, LP - NET RENTAL REAL ESTATE INCOME (LOSS)	343.	343.
YORKTOWN ENERGY PARTNERS VIII, LP - NET RENTAL REAL ESTATE INCOME (LOSS)	1,135.	1,135.
YORKTOWN ENERGY PARTNERS X, LP - NET RENTAL REAL ESTATE INCOME (LOSS)	413.	413.
YORKTOWN ENERGY PARTNERS VII, LP - OTHER NET RENTAL INCOME (LOSS)	37.	37.
OTHER INCOME - SECURITIES LITIGATION SETTLEMENT	911.	911.
YORKTOWN ENERGY PARTNERS VIII, LP - OTHER NET RENTAL INCOME (LOSS)	25.	25.
YORKTOWN ENERGY PARTNERS X, LP - OTHER NET RENTAL INCOME (LOSS)	28.	28.
YORKTOWN ENERGY PARTNERS X, LP - ROYALTIES	7,561.	7,561.
YORKTOWN ENERGY PARTNERS X, LP - ORDINARY INCOME	<19,664.>	<19,664.>
YORKTOWN ENERGY PARTNERS X, LP - OTHER INCOME	570.	570.
TOTAL TO FORM 990-PF, PART I, LINE 11	8,758.	8,758.

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,603.	0.		0.
TO FM 990-PF, PG 1, LN 16A	7,603.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,114.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	24,114.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	37,500.	37,500.		0.
INVESTMENT CUSTODIAL FEES	2,110.	2,110.		0.
INVESTMENT MANAGEMENT FEES	50,760.	50,760.		0.
TO FORM 990-PF, PG 1, LN 16C	90,370.	90,370.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,489.	0.		0.
PARTNERSHIP PASS-THROUGH				
FOREIGN TAXES PAID	9,481.	9,481.		0.
EXCISE TAXES	25,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	44,970.	9,481.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	38.	0.		0.
BOOKS, REFERENCE MATERIALS	1,301.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	16,240.	0.		0.
INSURANCE	1,315.	0.		0.
SOFTWARE EXPENSE	5,745.	0.		0.
MEALS & ENTERTAINMENT	4,301.	0.		0.
OFFICE SUPPLIES	57.	0.		0.
POSTAGE & SHIPPING	986.	0.		0.
PUBLIC RELATIONS	8,888.	0.		0.
TRAVEL	14,484.	0.		0.
TELEPHONE	1,022.	0.		0.
PASSTHROUGH-CASH CONTRIBUTIONS	70.	70.		0.
PASSTHROUGH-2% PORTFOLIO INCOME DEDUCTIONS	116,177.	116,177.		0.
PASSTHROUGH-OTHER DEDUCTIONS	3,388.	3,388.		0.
PASSTHROUGH-OTHER DEDUCTIONS ROYALTY	6,343.	6,343.		0.
PASSTHROUGH-SEC 59(E)(2) EXPENDITURES	102,265.	102,265.		0.
PASSTHROUGH-COST DEPLETION	42,114.	42,114.		0.
PASSTHROUGH-NON DEDUCTIBLE EXPENSES	1,002.	1,002.		0.
TO FORM 990-PF, PG 1, LN 23	325,736.	271,359.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOWRY HILL #5101 (DARUMA)	4,009,155.	4,541,116.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,009,155.	4,541,116.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	2,405,064.	3,644,470.
GSEP REALTY CORP.	FMV	2,000.	2,000.
PIMCO SHORT TERM FUND	FMV	1,080,030.	1,062,250.
SOWOOD ALPHA FUND	FMV	491,203.	4,468.
CLAYTON, DUBILIER & RICE VII LP	FMV	268,904.	369,754.
INDUS STRUCTURED FINANCE FUND	FMV	397,606.	68,388.
LIME ROCK RESOURCES LP	FMV	118,548.	32,190.
MAVERICK FUND, LTD.	FMV	1,500,000.	3,776,483.
MHR INSTITUTIONAL PARTNERS II	FMV	393,593.	732,887.
MHR INSTITUTIONAL PARTNERS III	FMV	548,448.	637,440.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	51,322.	51,141.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	3,030,098.	4,024,105.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	2,895,587.
PALO ALTO FUND II	FMV	279,313.	81,203.
PERRY PARTNERS INTERNATIONAL	FMV	1,000,000.	1,821,440.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,038,519.	3,549,283.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	27,677.	9,298.
EIG ENERGY FUND XC	FMV	429,365.	146,446.
EIG ENERGY FUND XIV	FMV	772,964.	364,911.
LOWRY HILL #5000 (VCFA VENTURE PARTNERS III)	FMV	4,191.	25,765.
VIKING GLOBAL EQUITIES	FMV	500,000.	6,628,919.
YORKTOWN ENERGY PARTNERS VII	FMV	545,541.	651,445.
YORKTOWN ENERGY PARTNERS VIII	FMV	508,489.	664,423.
CAPITAL GUARDIAN ETOP	FMV	0.	0.
CAMCAP RESOURCES OFFSHORE FUND	FMV	0.	0.
VANGUARD DIVIDEND FUND	FMV	7,343,916.	9,986,385.
YORKTOWN ENERGY PARTNERS X	FMV	690,649.	883,146.
INDUS ASIA PACIFIC DISTRIBUTION HOLDING CO.	FMV	22,704.	14,165.
KYLIN FUND LP	FMV	2,500,000.	2,500,000.
CONVEXITY CAPITAL OFFSHORE	FMV	0.	3,736,973.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,950,144.	48,364,965.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - INVESTMENT INCOME	20.	0.	0.
RECEIVABLES	109,301.	415,127.	415,127.
TO FORM 990-PF, PART II, LINE 15	109,321.	415,127.	415,127.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
401K PLAN PAYABLE	1,182.	0.	
PAYROLL TAXES AND WITHHOLDINGS PAYABLE	0.	1,333.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,182.	1,333.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECT 2.00	8,000.	0.	2,644.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	3,653.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	216,667.	8,667.	0.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	413.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		240,667.	8,667.	6,710.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

ANDREA WAITT CARLTON FAMILY FOUNDATION
2015 FORM 990-PF
PART XV, LINE 3A, 2015 GRANTS PAID

EIN. 86-0910220

Grantee Organization	Request/Project Title	Amount	Payment//Check Date
A Soldier's Child Foundation P.O. Box 11242 Murfresboro, TN 37129	General Operating Funds	\$1,500.00	12/31/2015
ACCESS PO Box 4666 Medford, OR 97501	General Operating Funds	\$1,000.00	12/17/2015
Agape Animal rescue PO BOX 292766 Nashville, TN 37229	Agape Animal Rescue Foster to Adoption Program	\$15,000.00	12/17/2015
American Bird Conservancy 4249 Loudoun Ave. P.O. Box 249 The Plains, VA 20198	Protecting the birds of the Americas	\$5,000.00	12/17/2015
Beech Elementary School 3120 Long Hollow Pike Hendersonville, TN 37075	General Operating Funds	\$2,500.00	12/17/2015
Cheyenne Mountain Zoo 4250 Cheyenne Mt. Zoo Rd Colorado Springs, CO 80906	General Operating Funds	\$7,500.00	12/17/2015
Children Are People 117 East Winchester Street Gallatin, TN 37066	General Operating Funds	\$2,000.00	12/17/2015
Children's Home Society of South Dakota 801 North Sycamore P.O. Box 1749 Sioux Falls, SD 57101-1749	Year end gift for Christmas gifts for kids in Sioux Falls and Rapid City	\$2,500.00	12/17/2015
Children's Home Society of South Dakota 801 North Sycamore P.O. Box 1749 Sioux Falls, SD 57101-1749	Staff directed gift by Steve Rasmussen in honor of Deb Moritz	\$1,000.00	12/17/2015
Christ Presbyterian Academy 2323-A Old Hickory Blvd. Nashville, TN 37215	General Operating Funds	\$1,000.00	12/17/2015
Christ Presbyterian Academy 2323-A Old Hickory Blvd. Nashville, TN 37215	General Operating Funds	\$1,500.00	12/17/2015
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	The gift is earmarked for the Legion Fund which serves the 5th special forces group at Fort Campbell	\$10,000.00	12/17/2015
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	Women's Fund	\$50,000.00	12/17/2015
El Paso County Search and Rescue 3950 Interpark Drive Colorado Springs, CO 80907	General Operating Funds	\$1,250.00	12/17/2015
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462-0393	Habitat Improvement Projects	\$20,000.00	12/17/2015
First Congregational Church of Raynham, UCC 785 Main Street Raynham, MA 02767	year end staff directed gift by Steve Rasmussen for the front steps project	\$3,500.00	12/17/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION

EIN 86-0910220

2015 FORM 990-PF

PART XV, LINE 3A, 2015 GRANTS PAID

Franklin High School Athletic Boosters 810 Hillsboro Road Franklin, TN 37064	General Operating Funds	\$500.00	12/17/2015
Friends of the Jackson County Animal Shelter P.O. Box 1013 Phoenix, OR 96353	General Operating Funds	\$750.00	12/17/2015
Furman University 3300 Poinsett Highway Greenville, SC 29613	General Operating Funds	\$1,000.00	12/17/2015
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	General Operating Funds	\$2,000.00	12/17/2015
Heritage Foundation, The 214 Massachusetts Avenue, NE Washington, DC 20002	The American Perceptions Initiative	\$50,000.00	12/17/2015
Hope Clinic For Women 1810 Hayes Street Nashville, TN 37203	General Operating Funds	\$500.00	12/17/2015
John Jay Institute PO Box 28221 Philadelphia, PA 19131	Fellows Programs Operational Support	\$35,000.00	12/17/2015
Kids with Food Allergies 5049 Swamp Road, Suite 303 P.O. Box 554 Fountainville, PA 18923	General Operating Funds	\$500.00	12/17/2015
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	Roots & Shoots Programming and Zoo Operations	\$20,000.00	12/17/2015
Loggerhead Marinelife Center Inc 14200 US Highway One Juno Beach, FL 33408	General Operating Funds	\$500.00	12/17/2015
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	General Operating Funds	\$2,000.00	12/17/2015
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	Faith-based Programming for Incarcerated Men and their Families and the Vision Capital Campaign	\$62,500.00	12/17/2015
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Board directed gift by Jason Gant earmarked for the Don Poppen Scholarship Fund	\$1,500.00	12/17/2015
Nashville Fellowship of Christian Athletes 449 Metroplex Drive Nashville, TN 37221	General Operating Funds	\$5,000.00	12/17/2015
Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	General Operating Funds	\$5,000.00	12/17/2015
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	Challenge grant for building audiences	\$50,000.00	12/17/2015
National Mill Dog Rescue PO Box 88468 Colorado Springs, CO 80908	General Operating Funds	\$1,250.00	12/17/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION

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PART XV, LINE 3A, 2015 GRANTS PAID

Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	Preserving the Promise Capital Campaign	\$50,000.00	12/17/2015
Orphaned & Injured Wildlife, Inc. 3012 Center Lake Drive Spirit Lake, IA 51360	General Operating Funds	\$1,000.00	12/17/2015
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	1. Connecting children with Nature 2. Supplying Electricity to out buildings	\$5,000.00	12/17/2015
Pet Community Center Inc 943-B Dr. Richard G Adams Drive Nashville, TN 37207	General Operating Support	\$20,000.00	12/17/2015
Prevent Child Abuse Tennessee 4721 Trousdale Drive Nashville, TN 37220	General Operating Funds	\$500.00	12/17/2015
Reboot Combat Recovery P.O. Box 1223 Ft. Campbell, KY 42223	REBOOT360 Expansion	\$10,000.00	12/17/2015
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	Mental Health Counseling for the Homeless	\$20,000.00	12/17/2015
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	General Operating Funds	\$2,000.00	12/17/2015
Samaritan's Purse P.O. Box 3000 Boone, NC 28607	General Operating Funds	\$10,000.00	12/17/2015
Sea Shepherd Conservation Society PO Box 2616 Friday Harbor, WA 98250	General Operating Funds	\$5,000.00	12/17/2015
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	Grocery Rescue Program	\$10,000 00	12/17/2015
Southern Oregon Humane Society 2910 Table Rock Road Medford, OR 97501	General Operating Funds	\$750.00	12/17/2015
Spencer Wesleyan Church P.O. Box 313 Spencer, NE 68777	General Operating Funds	\$2,500.00	12/17/2015
Spirit Of The Hills Wildlife Sanctuary A Non Profit Sd Corp 500 N Tinton Road Spearfish, SD 57783	General Operating Funds	\$500.00	12/17/2015
Spirit Of The Hills Wildlife Sanctuary A Non Profit Sd Corp 500 N Tinton Road Spearfish, SD 57783	General Operating Funds	\$5,000.00	12/17/2015
Springs Area Council of the Arts 37038 231st St. PO Box 306 Wessington Springs, SD 57382	General Operating Funds	\$2,500.00	12/17/2015
St Henry Church 6401 Harding Pike Nashville, TN 37205	General Operating Funds	\$500 00	12/17/2015
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	Tennessee Golf Foundation 2016 Trusteeship	\$10,000.00	12/17/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION
2015 FORM 990-PF
PART XV, LINE 3A, 2015 GRANTS PAID

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The Bridge Ministry Inc P.O. Box 463 Goodlettsville, TN 37070	Bridge to Kids	\$5,000.00	12/17/2015
The Bridge Ministry Inc P.O. Box 463 Goodlettsville, TN 37070	General Operating Funds	\$2,000.00	12/17/2015
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	General Operating Funds	\$10,000.00	12/17/2015
Undercover Project PO Box 120092 Nashville, TN 37212-0092	General Operating Funds	\$500.00	12/17/2015
Heritage Foundation, The 214 Massachusetts Avenue, NE Washington, DC 20002	The AWC Family Foundation Director in the B. Kenneth Simon Center for Principles and Politics	\$250,000 00	11/12/2015
Boy Scouts of America Middle TN Council P.O. Box 150409 Nashville, TN 37215	ScoutReach	\$10,000.00	10/15/2015
Chimp Haven 13600 Chimpanzee Place Keithville, LA 71047	Care for Retired Biomedical Research Chimpanzees	\$20,000.00	10/15/2015
Clinic for the Rehabilitation of Wildlife, Inc. P.O. Box 150 Sanibel Island, FL 33957	Hospital Staffing	\$15,000.00	10/15/2015
Folds of Honor 500 N. Patriot Drive Owasso, OK 74055	TN Golf Club Patriot's Day Match	\$7,500.00	10/15/2015
Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	Historic Sandstone Gate Restoration at the Belle Meade Entrance	\$10,000.00	10/15/2015
Intercollegiate Studies Institute Inc 3901 Centerville Road Wilmington, DE 19807-1938	ISI Societies and Honors Program	\$15,000 00	10/15/2015
Land Trust for Tennessee 209 10th Avenue South, Suite 327 Nashville, TN 37203-7105	Statewide and Targeted Conservation Support	\$15,000.00	10/15/2015
Leadership Institute 1101 N Highland Street Arlington, VA 22201	Campus Leadership Program . 3 components	\$15,000.00	10/15/2015
Martha O'Bryan Center 711 South 7th St Nashville, TN 37206	Pathways to College	\$15,000 00	10/15/2015
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Art Renovation Challenge Gift	\$50,000.00	10/15/2015
Nashville Public Library Foundation 615 Church Street Nashville, TN 37219	Support for the Write the Next Chapter Capital Campaign	\$25,000 00	10/15/2015
Okoboji Protective Association P. O. Box 242 Okoboji, IA 51355	Reeds Run Water Sampling Project	\$5,000 00	10/15/2015
Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	Preserving the Promise Capital Campaign	\$50,000 00	10/15/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION

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PART XV, LINE 3A, 2015 GRANTS PAID

Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	Air Purification System	\$10,000.00	10/15/2015
Beacon Center Of Tennessee PO Box 198646 Nashville, TN 37219	Communicating Liberty: Building on a Firm Foundation	\$50,000.00	8/11/2015
Center For Youth Ministry Training 309 Franklin Road Brentwood, TN 37027	Foundations in Faith	\$30,000.00	8/11/2015
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	The Nashville Unites Program	\$10,000.00	8/11/2015
Cumberland River Compact Inc 2 Victory Avenue, #300 Nashville, TN 37213	General operating support	\$12,500.00	8/11/2015
FreedomWorks Foundation 400 North Capitol Street NW Suite 765 Washington, DC 20001	General Operating Support	\$10,000.00	8/11/2015
Humanities Tennessee 807 Main St., Ste B Nashville, TN 37206	2015 Southern Festival of Books: A Celebration of the Written Word	\$10,000.00	8/11/2015
Manhattan Institute for Policy Research Inc 52 Vanderbilt Avenue New York, NY 10017	Adam Smith Society	\$10,000.00	8/11/2015
Medal Of Honor Foundation Inc 1501 Lee Highway Arlington, VA 22209	Nashville Salutes "A Tribute to the Nations Most Honored Heroes"	\$50,000.00	8/11/2015
Nashville Humane Association 213 Ocoola Avenue Nashville, TN 37209	Community Spay/Neuter Expansion Project	\$10,000.00	8/11/2015
Philanthropy Roundtable 1120 20th Street NW Suite 550 South Washington, DC 20036	Support for The Philanthropy Roundtable's Alliance for Charitable Reform (ACR) Project	\$10,000.00	8/11/2015
The Crossroads Campus 707 Monroe St. Nashville, TN 37208	Job Training and Adoption Program Support	\$10,000.00	8/11/2015
The Mary Parrish Center PO Box 60009 Nashville, TN 37206	Lights on the Lawn Sponsorship	\$3,000.00	8/11/2015
The Next Door PO Box 23336 Nashville, TN 37202	TND Treatment Services	\$25,000.00	8/11/2015
Arthur R. Marshall Foundation 2101 Vista Parkway, Suite 115 West Palm Beach, FL, FL 33411	Capacity Building Challenge Grant to Increase Development Capability	\$20,000.00	6/1/2015
Jungle Friends Primate Sanctuary 13915 N State Rd 121 Gainesville, FL 32653	A Sustainable Future for New World Primates	\$50,000.00	6/1/2015
Loggerhead Marinelife Center Inc 14200 US Highway One Juno Beach, FL 33408	Continuing the Expansion of LMC's Life Saving Rehabilitation Program with Improved Diagnostic and Research Capabilities	\$45,000.00	6/1/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION
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PART XV, LINE 3A, 2015 GRANTS PAID

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Love Takes Root PO Box 885 Spencer, IA 51301	Golf Sponsorship for the July Golf Tournament Fund-Raiser supporting humanitarian projects in Haiti. Gift requested by Andrea	\$10,000.00	6/1/2015
Samaritan's Purse P.O. Box 3000 Boone, NC 28607	Nepal Earthquake Relief Fund	\$10,000.00	6/1/2015
Black Hills Wild Horse Sanctuary P.O. Box 998 Hot Springs, SD 57747	General Operating Funds	\$500.00	5/19/2015
Furman University 3300 Poinsett Highway Greenville, SC 29613	The Carlton Family Professorship for the Philosophic Study of Politics and the Carlton Family Challenge	\$75,000.00	5/19/2015
Heritage Foundation, The 214 Massachussetts Avenue, NE Washington, DC 20002	The American Perceptions Initiative	\$50,000.00	5/19/2015
Kids with Food Allergies 5049 Swamp Road, Suite 303 P.O. Box 554 Fountainville, PA 18923	DeBlock Family Participation in Food Allergy Atlanta Event	\$500.00	5/19/2015
The First Tee 425 South Legacy trail St. Augustine, FL 32092	National trustee Program	\$200,000.00	5/19/2015
The Next Door PO Box 23336 Nashville, TN 37202	Challenge Grant	\$50,000.00	5/19/2015
Young America's Foundation F.M. Kirby Freedom Center 110 Elden Street Herndon, VA 20170	General Operating Funds	\$1,000.00	5/19/2015
Belmont University 1900 Belmont Boulevard Nashville, TN 37212-3757	Several giving options are offered (1) the College of Law and (2) the School of Music Programs. These projects are all naming options.	\$100,000.00	5/18/2015
Iowa Great Lakes Area Chamber of Commerce P.O. Box 9 Arnold's Park, IA 51331	July 4th Fireworks Display	\$1,000.00	5/18/2015
John Jay Institute PO Box 28221 Philadelphia, PA 19131	Fellows Programs Operational Support/ The Orchard Capital Campaign	\$35,000.00	5/18/2015
Okoboji Protective Association P. O. Box 242 Okoboji, IA 51355	Annual Gift for Operations	\$1,000.00	5/18/2015
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	Grow Wild Capital Campaign	\$175,000.00	3/18/2015
Center for Great Apes P.O. Box 488 Wauchula, FL 33873	Veterinary Health Care	\$25,000.00	3/17/2015
Center for Non-Profit Management 37 Peabody St. Suite 201 Nashville, TN 37210	Power Funders Series: Support for an Advanced Certificate	\$9,000.00	3/17/2015

ANDREA WAITT CARLTON FAMILY FOUNDATION

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PART XV, LINE 3A, 2015 GRANTS PAID

Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	Holiday Lights Display First of Four \$250,000 Pledge Payments March 2014, 2015, 2016, 2017	\$250,000.00	3/17/2015
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	GivingMatters.com Support	\$5,000.00	3/17/2015
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	Women's Fund	\$50,000.00	3/17/2015
Country Music Hall of Fame 222 Fifth Avenue South Nashville, TN 37203	Capital Expansion Project	\$200,000.00	3/17/2015
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	Family and Children's Outreach Ministry	\$25,000.00	3/17/2015
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Dimmitt Hall Renovation	\$125,000.00	3/17/2015
Nashville Adult Literacy Council (NALC) 4805 Park Avenue, #211 Nashville, TN 37209	Nashville Citizenship Project	\$5,000.00	3/17/2015
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P O. Box 839 Sanibel, FL 33957-0839	Wildlife Habitat Management Program	\$25,000.00	3/17/2015
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	2015 South Dakota Festival of Books	\$20,000.00	3/17/2015
Orangutan Outreach Inc. 225 East 76th St., #6F New York, NY 10021	Orangutan care @ IAR Ketapang	\$5,000.00	2/13/2015
Northern New Mexico Animal Protection Society 108 Hamm Parkway Española, NM 87532	Memorial Gift	\$500.00	2/12/2015
Total		\$2,857,500.00	

ANDREA WAITT CARLTON FAMILY FOUNDATION

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PART IV, LINE 1 CAPITAL GAINS/ LOSSES FOR TAX ON INVESTMENT INCOME
(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h) Gain (Loss)
NET SHORT TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
Newport Asia Institutional Fund, LP	P	Various	Various	(10,272)
VCFA Venture Partners III, LP	P	Various	Various	<u>3</u>
Net Short Term Gains (Losses)				
From Partnerships				<u><u>(10,269)</u></u>

ANDREA WAITT CARLTON FAMILY FOUNDATION

2015 FORM 990-PF

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PART IV, LINE 1 CAPITAL GAINS/ LOSSES FOR TAX ON INVESTMENT INCOME
(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h) Gain (Loss)
NET LONG TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
Clayton, Dubilier & Rice Fund VII, LP	P	Various	Various	161,588
EIG Energy Fund XC, LP	P	Various	Various	0
EIG Energy Fund XIV-A, LP	P	Various	Various	(77,649)
MHR Institutional Partners II, LP	P	Various	Various	118,559
MHR Institutional Partners III, LP	P	Various	Various	116,426
IP III Blocker-I LP - AIV of MHR IP III LP	P	Various	Various	23,029
New Mexico Community Capital Fund I, LP	P	Various	Various	0
Newport Asia Institutional Fund, LP	P	Various	Various	76,165
Palo Alto Fund II, LP	P	Various	Various	(35,867)
VCFA Venture Partners III, LP	P	Various	Various	25,300
Yorktown Energy Partners VII, LP	P	Various	Various	30
Yorktown Energy Partners VIII, LP	P	Various	Various	608
Net Long Term Gains (Losses)				
From Partnerships				<u>408,189</u>

ANDREA WAITT CARLTON FAMILY FOUNDATION

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PART IV, LINE 1 CAPITAL GAINS/ LOSSES FOR TAX ON INVESTMENT INCOME
(CONTINUATION STATEMENT)

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
NET SEC 1231 GAINS (LOSSES)				
FROM PARTNERSHIPS				
EIG Energy Fund XIV-A, LP	P	Various	Various	23,929
Yorktown Energy Partners VII, LP	P	Various	Various	(405)
Yorktown Energy Partners VIII, LP	P	Various	Various	(278)
Yorktown Energy Partners X, LP	P	Various	Various	<u>2,657</u>
Net Sec 1231 Gains (Losses)				
From Partnerships				<u><u>25,903</u></u>

ANDREA WAITT CARLTON FAMILY FOUNDATION

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2015 FORM 990-PF

PART XV, LINE 3b, GRANTS APPROVED FOR FUTURE PAYMENT

Recipient Name and Address	Purpose of Grant	Amount Approved for Future Payment
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	Holiday Lights Display	500,000
The First Tee 425 South Legacy Trail St. Augustine, FL 32092	National trustee Program	600,000
The Heritage Foundation 214 Massachussetts Avenue, NE Washington, DC 20002	The AWC Family Foundation Director in the B. Kenneth Simon Center for Principles and Politics	500,000
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	Faith-based Programming for Incarcerated Men and their Families and the Vision Capital Campaign	62,500
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Art Renovation Challenge Gift	50,000
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Dimmitt Hall Renovation	125,000
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	Challenge grant for building audiences	50,000
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	Grow Wild Capital Campaign	175,000
The John Miller Center 2201 Old Ivy Road Charlottesville, VA 22904	General Contribution	600,000

Part XV, Line 3b, Total Grants

Grants Approved for Future

Payment Paid

2,662,500

Income for 2015

This section reports your sales transactions during the year. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for current year's return of capital.

The following items are provided to you to assist in the preparation of your tax returns. We have included the following Codes and Adjustment amounts: "W" for wash sales, "C" for collectibles, and "D" for Market Discount. Typically, collectibles are taxed at 28% rates. For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses and Market Discount in the column titled "Portion Subject to 988 and Market Discount". We have also included gains on collectibles taxed at 28% rates in the last column. If we have included a dagger symbol (†) next to the sale transaction with a net loss, this indicates that you can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure.

Short Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
CONSTANT CONTACT INC 210313102											
	03/08/15	07/01/14	76		\$3,037.51	\$2,511.77	\$525.74		\$0.00	\$0.00	\$0.00
	03/20/15	07/01/14	80		\$3,118.34	\$2,643.97	\$474.37		\$0.00	\$0.00	\$0.00
	03/20/15	07/02/14	84		\$3,274.26	\$2,770.21	\$504.05		\$0.00	\$0.00	\$0.00
	03/20/15	07/07/14	26		\$1,013.46	\$852.59	\$160.87		\$0.00	\$0.00	\$0.00
	04/08/15	07/28/14	11		\$435.01	\$356.36	\$78.65		\$0.00	\$0.00	\$0.00
	04/08/15	07/07/14	154		\$6,090.10	\$5,049.93	\$1,040.17		\$0.00	\$0.00	\$0.00
	04/09/15	07/28/14	91		\$3,598.39	\$2,948.08	\$648.31		\$0.00	\$0.00	\$0.00

ABBOT DOWNING

2015 Tax Information

Account Number 11115101

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ANDREA WAITT CARLTON FAM FDN -DARUMA

Short Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
LUMBER LIQUIDATORS HOLDINGS 55003T107											
	03/16/15	09/19/14	81		\$1,845.79	\$3,561.74	\$-1,715.95	W	\$1,715.95	\$0.00	\$0.00
	03/16/15	09/30/14	46		\$1,391.91	\$2,667.26	\$-1,275.35	W	\$1,275.35	\$0.00	\$0.00
	03/16/15	09/12/14	46		\$1,391.91	\$2,631.30	\$-1,239.39	W	\$1,239.40	\$0.00	\$0.00
	03/16/15	09/18/14	182		\$5,507.11	\$10,778.29	\$-5,271.18	W	\$5,271.18	\$0.00	\$0.00
	03/16/15	09/09/14	419		\$12,678.45	\$24,007.57	\$-11,329.12	W	\$11,329.12	\$0.00	\$0.00
	03/17/15	08/21/14	419		\$12,510.27	\$34,783.15	\$-22,272.88	W	\$22,272.88	\$0.00	\$0.00
	03/17/15	08/24/14	46		\$1,373.44	\$3,814.30	\$-2,440.86	W	\$2,440.86	\$0.00	\$0.00
	03/17/15	09/01/14	100		\$2,985.74	\$7,824.80	\$-4,839.06	W	\$4,355.15	\$0.00	\$0.00
	03/17/15	09/01/14	81		\$1,821.30	\$4,722.36	\$-2,901.06		\$0.00	\$0.00	\$0.00
	03/17/15	09/12/14	23		\$686.72	\$1,771.25	\$-1,084.53		\$0.00	\$0.00	\$0.00
	03/17/15	09/09/14	4		\$119.43	\$228.20	\$-108.77		\$0.00	\$0.00	\$0.00
	03/17/15	09/12/14	2		\$59.71	\$114.40	\$-54.69		\$0.00	\$0.00	\$0.00
	03/17/15	09/26/14	40		\$1,184.30	\$2,282.11	\$-1,087.81		\$0.00	\$0.00	\$0.00
	03/17/15	08/31/14	82		\$2,448.31	\$6,964.98	\$-4,516.67	W	\$4,516.67	\$0.00	\$0.00
	03/17/15	09/16/14	23		\$686.72	\$1,542.06	\$-855.34		\$0.00	\$0.00	\$0.00
	03/18/15	08/09/14	12		\$354.42	\$1,108.60	\$-754.18		\$0.00	\$0.00	\$0.00
	03/18/15	08/08/14	227		\$6,704.52	\$20,992.58	\$-14,288.06		\$0.00	\$0.00	\$0.00
	03/18/15	08/16/14	82		\$2,450.48	\$7,741.00	\$-5,290.52		\$0.00	\$0.00	\$0.00

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
LUMBER LIQUIDATORS HOLDINGS											
				55003T107							
	03/18/15	08/08/14	192		\$5,737.71	\$17,755.84	\$-12,018.13		\$0.00	\$0.00	\$0.00
	03/19/15	08/17/14	90		\$2,846.53	\$7,894.05	\$-5,247.52		\$0.00	\$0.00	\$0.00
	03/19/15	08/09/14	34		\$999.80	\$3,141.03	\$-2,141.23		\$0.00	\$0.00	\$0.00
	03/19/15	09/09/14	69		\$2,029.01	\$3,936.44	\$-1,907.43		\$0.00	\$0.00	\$0.00
	03/20/15	09/10/14	120		\$3,442.11	\$6,757.03	\$-3,314.92		\$0.00	\$0.00	\$0.00
	03/20/15	10/01/14	232		\$8,654.75	\$13,107.74	\$-6,452.99		\$0.00	\$0.00	\$0.00
	03/20/15	09/09/14	240		\$6,884.22	\$13,691.95	\$-6,807.73		\$0.00	\$0.00	\$0.00
	03/23/15	09/10/14	604		\$18,944.36	\$33,943.11	\$-16,998.75		\$0.00	\$0.00	\$0.00
	03/23/15	09/10/14	184		\$5,161.86	\$10,360.78	\$-5,198.92		\$0.00	\$0.00	\$0.00
	03/24/15	09/23/14	101		\$2,911.35	\$5,600.31	\$-2,688.96		\$0.00	\$0.00	\$0.00
	03/24/15	09/22/14	208		\$5,995.68	\$11,656.26	\$-5,660.60		\$0.00	\$0.00	\$0.00
	03/24/15	09/10/14	4		\$115.30	\$224.79	\$-109.49		\$0.00	\$0.00	\$0.00
OXFORD INDS INC											
				691497309							
	04/20/15	05/01/14	28		\$2,032.23	\$1,713.61	\$318.62		\$0.00	\$0.00	\$0.00
	04/20/15	04/30/14	34		\$2,657.53	\$2,234.42	\$423.11		\$0.00	\$0.00	\$0.00
TETRA TECHNOLOGIES INC DEL											
				88162F105							
	05/08/15	10/15/14	137		\$936.30	\$1,248.40	\$-312.10		\$0.00	\$0.00	\$0.00
	05/08/15	10/14/14	339		\$2,316.82	\$3,068.42	\$-749.60		\$0.00	\$0.00	\$0.00

ANDREA WAITT CARLTON FAM FDN -DARUMA

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
TETRA TECHNOLOGIES INC DEL											
	05/08/15	10/08/14	504	88162F105	\$3,444.47	\$5,025.28	\$-1,580.81		\$0.00	\$0.00	\$0.00
	05/08/15	10/10/14	484		\$3,307.79	\$4,519.35	\$-1,211.56		\$0.00	\$0.00	\$0.00
	05/08/15	10/13/14	589		\$4,025.39	\$5,363.67	\$-1,338.28		\$0.00	\$0.00	\$0.00
TEXAS CAP BANCSHARES INC											
	05/12/15	12/18/14	69	88224Q107	\$3,708.44	\$3,728.87	\$-20.43		\$0.00	\$0.00	\$0.00
WELLCARE HEALTH PLANS, INC											
	04/15/15	07/25/14	42	94946T106	\$3,559.25	\$2,577.74	\$881.51		\$0.00	\$0.00	\$0.00
	04/15/15	08/30/14	127		\$10,762.50	\$7,691.83	\$3,070.67		\$0.00	\$0.00	\$0.00
	04/16/15	08/30/14	64		\$5,472.44	\$3,876.20	\$1,596.24		\$0.00	\$0.00	\$0.00
	04/16/15	09/30/14	101		\$8,636.19	\$6,092.48	\$2,543.71		\$0.00	\$0.00	\$0.00
	04/21/15	08/30/14	47		\$3,804.68	\$2,835.11	\$1,069.57		\$0.00	\$0.00	\$0.00
	04/22/15	09/30/14	5		\$413.24	\$301.61	\$111.63		\$0.00	\$0.00	\$0.00
	04/22/15	10/03/14	31		\$2,562.08	\$1,803.40	\$758.68		\$0.00	\$0.00	\$0.00
Total Short Term Gain/Loss					\$194,037.61	\$334,816.58	\$-140,778.97		\$54,416.56	\$0.00	\$0.00

Long Term Transactions

DESCRIPTION		CUSIP		Units		Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
Date sold or disposed	Date acquired											
BEACON ROOFING SUPPLY INC 073885109												
04/10/15	03/05/14	146			\$4,650.36	\$5,717.43	\$-1,067.07	\$0.00		\$0.00	\$0.00	\$0.00
04/10/15	03/08/14	41			\$1,305.92	\$1,599.77	\$-293.85	\$0.00		\$0.00	\$0.00	\$0.00
04/10/15	03/10/14	93			\$2,862.22	\$3,725.07	\$-862.85	\$0.00		\$0.00	\$0.00	\$0.00
04/10/15	03/11/14	110			\$3,503.70	\$4,390.20	\$-886.50	\$0.00		\$0.00	\$0.00	\$0.00
04/10/15	07/09/13	8			\$254.81	\$302.13	\$-47.32	\$0.00		\$0.00	\$0.00	\$0.00
04/14/15	07/09/13	74			\$2,321.62	\$2,784.74	\$-463.12	\$0.00		\$0.00	\$0.00	\$0.00
BRUNSWICK CORP 117043109												
01/08/15	05/23/12	13			\$713.22	\$282.84	\$430.38	\$0.00		\$0.00	\$0.00	\$0.00
01/08/15	05/21/12	230			\$12,618.46	\$4,936.77	\$7,681.69	\$0.00		\$0.00	\$0.00	\$0.00
01/08/15	08/20/12	120			\$6,583.55	\$2,580.21	\$3,993.34	\$0.00		\$0.00	\$0.00	\$0.00
01/08/15	05/17/12	120			\$6,583.55	\$2,560.67	\$4,022.88	\$0.00		\$0.00	\$0.00	\$0.00
COSTAR GROUP, INC 22160N109												
02/17/15	04/08/09	113			\$20,939.80	\$3,551.08	\$17,388.72	\$0.00		\$0.00	\$0.00	\$0.00
02/17/15	03/31/09	185			\$34,281.98	\$5,608.13	\$28,673.85	\$0.00		\$0.00	\$0.00	\$0.00
MONRO MUFFLER BRAKE INC 610236101												
03/12/15	08/23/13	65			\$4,173.64	\$2,845.21	\$1,328.43	\$0.00		\$0.00	\$0.00	\$0.00
03/13/15	04/30/13	25			\$1,588.48	\$1,027.50	\$560.98	\$0.00		\$0.00	\$0.00	\$0.00
03/13/15	04/30/13	43			\$2,732.19	\$1,778.48	\$953.71	\$0.00		\$0.00	\$0.00	\$0.00

ABBOT DOWNING

2015 Tax Information

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ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION		CUSIP					Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	
MONRO MUFFLER BRAKE INC 610236101								
03/13/15	08/22/13	25	\$1,588.48	\$1,081.45	\$507.03		\$0.00	
03/13/15	08/23/13	48	\$3,049.88	\$2,101.08	\$948.80		\$0.00	
03/13/15	04/30/13	7	\$444.77	\$287.26	\$157.51		\$0.00	
03/18/15	04/30/13	46	\$2,845.76	\$1,887.71	\$1,058.05		\$0.00	
03/18/15	05/01/13	64	\$4,098.44	\$2,624.59	\$1,473.85		\$0.00	
03/17/15	05/01/13	42	\$2,670.02	\$1,722.39	\$947.63		\$0.00	
OXFORD INDS INC 691497309								
04/20/15	05/20/13	41	\$3,204.67	\$2,645.12	\$559.55		\$0.00	
04/20/15	05/17/13	45	\$3,517.32	\$2,916.68	\$600.64		\$0.00	
04/20/15	06/05/13	35	\$2,735.70	\$2,282.18	\$453.52		\$0.00	
04/20/15	08/12/13	9	\$703.46	\$579.86	\$123.58		\$0.00	
04/20/15	08/13/13	47	\$3,673.65	\$3,055.02	\$618.63		\$0.00	
PACIRA PHARMACEUTICALS INC 695127100								
02/24/15	10/31/13	132	\$15,253.33	\$6,595.79	\$8,657.54		\$0.00	
02/24/15	12/18/13	73	\$8,435.56	\$3,500.90	\$4,934.66		\$0.00	
ROGERS CORP COM 775133101								
03/19/15	01/29/13	58	\$4,851.14	\$2,770.31	\$2,080.83		\$0.00	
03/19/15	01/29/13	20	\$1,672.81	\$952.98	\$719.83		\$0.00	

ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 888 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
ROGERS CORP COM											
				775133101							
	03/19/15	09/10/12	35		\$2,910.19	\$1,515.74	\$1,394.45		\$0.00	\$0.00	\$0.00
	03/19/15	01/29/13	69		\$5,737.24	\$3,287.78	\$2,449.46		\$0.00	\$0.00	\$0.00
	03/19/15	08/07/12	15		\$1,247.23	\$628.78	\$620.45		\$0.00	\$0.00	\$0.00
	03/20/15	11/04/11	50		\$4,149.59	\$2,080.40	\$2,069.19		\$0.00	\$0.00	\$0.00
	03/20/15	08/07/12	4		\$331.97	\$167.14	\$164.83		\$0.00	\$0.00	\$0.00
	03/20/15	11/07/11	74		\$8,141.39	\$3,078.15	\$3,085.24		\$0.00	\$0.00	\$0.00
	04/30/15	11/07/11	98		\$8,938.26	\$3,980.68	\$2,845.58		\$0.00	\$0.00	\$0.00
	04/30/15	11/08/11	80		\$5,780.22	\$3,322.48	\$2,457.76		\$0.00	\$0.00	\$0.00
	04/30/15	12/07/11	22		\$1,588.56	\$893.51	\$698.05		\$0.00	\$0.00	\$0.00
	04/30/15	12/07/11	48		\$3,433.13	\$1,949.48	\$1,483.65		\$0.00	\$0.00	\$0.00
	04/30/15	08/20/12	30		\$2,145.70	\$1,208.35	\$938.35		\$0.00	\$0.00	\$0.00
	04/30/15	11/09/11	18		\$1,287.42	\$724.29	\$563.13		\$0.00	\$0.00	\$0.00
TETRA TECHNOLOGIES INC DEL											
				88162F105							
	02/27/15	10/22/13	164		\$1,000.48	\$2,160.14	\$-1,159.66		\$0.00	\$0.00	\$0.00
	03/11/15	10/18/13	78		\$411.02	\$1,023.75	\$-612.73		\$0.00	\$0.00	\$0.00
	03/11/15	10/18/13	245		\$1,291.03	\$3,218.83	\$-1,927.80		\$0.00	\$0.00	\$0.00
	03/11/15	10/21/13	217		\$1,143.48	\$2,850.14	\$-1,706.66		\$0.00	\$0.00	\$0.00
	03/11/15	10/22/13	30		\$158.08	\$385.15	\$-237.07		\$0.00	\$0.00	\$0.00

ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	CUSIP										
	Date sold or disposed	Date acquired	Units	88162F105	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included In Net G/L)	Portion Subject to 28% Rates (Included In Net G/L)
TETRA TECHNOLOGIES INC DEL				88162F105							
	03/11/15	10/22/13	112		\$580.18	\$1,473.36	\$-883.18		\$0.00	\$0.00	\$0.00
	03/11/15	10/30/13	153		\$808.23	\$1,994.80	\$-1,188.57		\$0.00	\$0.00	\$0.00
	03/11/15	10/23/13	139		\$732.46	\$1,808.00	\$-1,073.54		\$0.00	\$0.00	\$0.00
	03/17/15	10/15/13	159		\$829.60	\$2,031.64	\$-1,202.04		\$0.00	\$0.00	\$0.00
	03/17/15	10/23/13	277		\$1,445.28	\$3,599.00	\$-2,153.72		\$0.00	\$0.00	\$0.00
	03/17/15	10/28/13	263		\$1,372.23	\$3,358.38	\$-1,986.15		\$0.00	\$0.00	\$0.00
	03/17/15	10/15/13	11		\$57.39	\$140.33	\$-82.94		\$0.00	\$0.00	\$0.00
	03/18/15	10/15/13	279		\$1,493.54	\$3,558.23	\$-2,065.69		\$0.00	\$0.00	\$0.00
	03/18/15	10/24/13	342		\$1,830.79	\$4,357.39	\$-2,526.60		\$0.00	\$0.00	\$0.00
	03/19/15	10/07/13	244		\$1,358.27	\$2,994.32	\$-1,636.05		\$0.00	\$0.00	\$0.00
	03/19/15	10/24/13	292		\$1,625.47	\$3,714.24	\$-2,088.77		\$0.00	\$0.00	\$0.00
	03/19/15	10/08/13	183		\$1,018.70	\$2,241.35	\$-1,222.65		\$0.00	\$0.00	\$0.00
	03/20/15	10/08/13	50		\$280.82	\$612.39	\$-331.57		\$0.00	\$0.00	\$0.00
	03/20/15	10/08/13	351		\$1,969.07	\$4,298.98	\$-2,329.91		\$0.00	\$0.00	\$0.00
	03/20/15	11/18/13	258		\$1,437.79	\$3,126.40	\$-1,688.61		\$0.00	\$0.00	\$0.00
	03/20/15	12/03/13	45		\$252.74	\$547.85	\$-295.11		\$0.00	\$0.00	\$0.00
	03/25/15	10/09/13	196		\$1,178.37	\$2,369.11	\$-1,190.74		\$0.00	\$0.00	\$0.00
	03/25/15	10/08/13	154		\$925.86	\$1,855.46	\$-939.60		\$0.00	\$0.00	\$0.00

ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	DATE	DATE ACQUIRED	UNITS	CUSIP	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
TETRA TECHNOLOGIES INC DEL											
				88162F105							
	03/25/15	11/19/13	282		\$1,755.53	\$3,547.30	\$-1,791.77		\$0.00	\$0.00	\$0.00
	03/25/15	10/08/13	167		\$1,004.02	\$2,010.34	\$-1,006.32		\$0.00	\$0.00	\$0.00
	03/25/15	12/03/13	354		\$2,128.28	\$4,309.78	\$-2,181.50		\$0.00	\$0.00	\$0.00
	03/27/15	09/24/13	200		\$1,159.12	\$2,408.62	\$-1,247.50		\$0.00	\$0.00	\$0.00
	03/27/15	10/08/13	51		\$295.57	\$813.94	\$-318.37		\$0.00	\$0.00	\$0.00
	03/27/15	11/20/13	317		\$1,837.20	\$3,812.91	\$-1,975.71		\$0.00	\$0.00	\$0.00
	03/27/15	10/09/13	203		\$1,176.50	\$2,431.55	\$-1,255.05		\$0.00	\$0.00	\$0.00
	03/27/15	12/09/13	115		\$696.49	\$1,365.63	\$-699.14		\$0.00	\$0.00	\$0.00
	04/02/15	12/12/13	265		\$1,763.54	\$3,146.43	\$-1,382.89		\$0.00	\$0.00	\$0.00
	04/02/15	12/09/13	135		\$898.41	\$1,603.12	\$-704.71		\$0.00	\$0.00	\$0.00
	04/08/15	12/11/13	287		\$1,905.18	\$3,386.34	\$-1,481.16		\$0.00	\$0.00	\$0.00
	04/08/15	12/12/13	249		\$1,652.93	\$2,956.45	\$-1,303.52		\$0.00	\$0.00	\$0.00
	04/08/15	08/03/13	6		\$39.83	\$70.67	\$-30.84		\$0.00	\$0.00	\$0.00
	04/08/15	09/03/13	219		\$1,453.78	\$2,581.70	\$-1,127.92		\$0.00	\$0.00	\$0.00
	04/09/15	08/30/13	8		\$55.60	\$93.77	\$-38.17		\$0.00	\$0.00	\$0.00
	04/09/15	09/03/13	109		\$757.55	\$1,283.87	\$-526.32		\$0.00	\$0.00	\$0.00
	04/09/15	08/20/13	200		\$1,380.01	\$2,354.40	\$-984.39		\$0.00	\$0.00	\$0.00
	04/10/15	08/16/13	139		\$971.52	\$1,623.55	\$-652.03		\$0.00	\$0.00	\$0.00

ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
TETRA TECHNOLOGIES INC DEL 88162F105											
	04/10/15	08/23/13	19		\$132.80	\$222.28	\$-89.48		\$0.00	\$0.00	\$0.00
	04/10/15	08/23/13	58		\$405.38	\$878.54	\$-273.16		\$0.00	\$0.00	\$0.00
	04/10/15	08/27/13	14		\$97.85	\$164.09	\$-66.24		\$0.00	\$0.00	\$0.00
	04/10/15	08/27/13	41		\$288.56	\$480.54	\$-193.98		\$0.00	\$0.00	\$0.00
	04/10/15	08/30/13	11		\$76.88	\$128.93	\$-52.05		\$0.00	\$0.00	\$0.00
	04/10/15	08/30/13	26		\$181.72	\$304.75	\$-123.03		\$0.00	\$0.00	\$0.00
	04/10/15	08/14/13	40		\$279.57	\$484.11	\$-184.54		\$0.00	\$0.00	\$0.00
	04/13/15	08/14/13	203		\$1,395.47	\$2,355.35	\$-959.88		\$0.00	\$0.00	\$0.00
	04/13/15	08/15/13	195		\$1,340.48	\$2,257.13	\$-916.65		\$0.00	\$0.00	\$0.00
	04/14/15	08/19/13	193		\$1,356.70	\$2,224.36	\$-867.66		\$0.00	\$0.00	\$0.00
	04/14/15	08/21/13	149		\$1,047.40	\$1,721.02	\$-673.62		\$0.00	\$0.00	\$0.00
	04/14/15	08/15/13	126		\$885.72	\$1,458.45	\$-572.73		\$0.00	\$0.00	\$0.00
	04/15/15	08/12/13	236		\$1,713.09	\$2,689.54	\$-966.45		\$0.00	\$0.00	\$0.00
	04/15/15	08/13/13	156		\$1,132.38	\$1,785.62	\$-653.24		\$0.00	\$0.00	\$0.00
	04/15/15	08/09/13	136		\$987.20	\$1,520.45	\$-533.25		\$0.00	\$0.00	\$0.00
	04/15/15	08/19/13	38		\$275.84	\$437.96	\$-162.12		\$0.00	\$0.00	\$0.00
	04/16/15	08/08/13	124		\$907.57	\$1,378.05	\$-470.48		\$0.00	\$0.00	\$0.00
	04/16/15	08/09/13	80		\$585.53	\$894.39	\$-308.86		\$0.00	\$0.00	\$0.00

ABBOT DOWNING

2015 Tax Information

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ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
TETRA TECHNOLOGIES INC DEL 88162F105											
	04/18/15	08/09/13	229		\$1,676.09	\$2,559.08	\$-882.99		\$0.00	\$0.00	\$0.00
	04/18/15	01/24/14	167		\$1,222.30	\$1,828.42	\$-606.12		\$0.00	\$0.00	\$0.00
	04/27/15	01/24/14	378		\$2,734.21	\$4,138.57	\$-1,404.36		\$0.00	\$0.00	\$0.00
	04/27/15	08/07/13	116		\$839.07	\$1,255.82	\$-416.75		\$0.00	\$0.00	\$0.00
	04/28/15	08/07/13	601		\$4,294.06	\$6,508.42	\$-2,212.36		\$0.00	\$0.00	\$0.00
	04/28/15	08/07/13	199		\$1,421.83	\$2,153.22	\$-731.39		\$0.00	\$0.00	\$0.00
	04/29/15	01/27/14	548		\$4,002.29	\$5,875.08	\$-1,872.77		\$0.00	\$0.00	\$0.00
	04/29/15	08/07/13	11		\$80.34	\$119.02	\$-38.68		\$0.00	\$0.00	\$0.00
	05/04/15	01/27/14	81		\$579.10	\$868.39	\$-289.29		\$0.00	\$0.00	\$0.00
	05/04/15	02/10/14	274		\$1,958.93	\$2,758.94	\$-800.01		\$0.00	\$0.00	\$0.00
	05/04/15	02/07/14	178		\$1,272.59	\$1,857.11	\$-584.52		\$0.00	\$0.00	\$0.00
	05/04/15	02/05/14	193		\$1,379.83	\$1,971.21	\$-591.38		\$0.00	\$0.00	\$0.00
	05/08/15	02/10/14	76		\$519.40	\$765.25	\$-245.85		\$0.00	\$0.00	\$0.00
TEXAS CAP BANCSHARES INC 88224Q107											
	05/08/15	04/24/14	79		\$4,238.91	\$4,485.40	\$-246.49		\$0.00	\$0.00	\$0.00
	05/11/15	04/24/14	30		\$1,608.83	\$1,703.31	\$-94.48		\$0.00	\$0.00	\$0.00
	05/11/15	04/25/14	51		\$2,735.01	\$2,840.71	\$-105.70		\$0.00	\$0.00	\$0.00
	05/12/15	04/25/14	87		\$4,675.85	\$4,845.92	\$-170.07		\$0.00	\$0.00	\$0.00

ABBOT DOWNING

2015 Tax Information

Account Number 11115101

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ANDREA WAITT CARLTON FAM FDN -DARUMA

Long Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (Included in Net G/L)	Portion Subject to 28% Rates (Included in Net G/L)
WABTEC CORP											
				828740108							
	05/04/15	01/07/02	53		\$5,368.26	\$320.65	\$5,045.61		\$0.00	\$0.00	\$0.00
	05/08/15	01/07/02	31		\$3,101.61	\$167.55	\$2,914.06		\$0.00	\$0.00	\$0.00
	05/12/15	01/07/02	126		\$12,501.23	\$762.30	\$11,738.93		\$0.00	\$0.00	\$0.00
	05/13/15	01/07/02	127		\$12,621.77	\$768.35	\$11,853.42		\$0.00	\$0.00	\$0.00
	05/14/15	01/07/02	253		\$25,356.05	\$1,530.65	\$23,825.40		\$0.00	\$0.00	\$0.00
	05/20/15	01/07/02	325		\$33,087.77	\$1,986.25	\$31,121.52		\$0.00	\$0.00	\$0.00
	05/21/15	01/07/02	157		\$15,948.75	\$949.85	\$14,998.90		\$0.00	\$0.00	\$0.00
	05/22/15	01/07/02	202		\$20,532.31	\$1,222.10	\$19,310.21		\$0.00	\$0.00	\$0.00
Total Long Term Gain/Loss					\$426,710.86	\$270,279.05	\$156,431.81		\$0.00	\$0.00	\$0.00

* Code: W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income: D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

Short-Term Covered

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BABCOCK & WILCOX ENTERPRISES	05614L100		08/05/2015 12/10/2015	434.000	8,627.02	9,005.37		-378.35
BABCOCK & WILCOX ENTERPRISES	05614L100		Various 12/11/2015	421.000	8,384.56	8,470.13		-85.57
BANKRATE INC	06647F102		08/08/2014 07/23/2015	388.000	3,732.60	5,393.88		-1,661.28
BANKRATE INC	06647F102		08/08/2014 07/28/2015	279.000	2,558.58	3,877.60		-1,319.02
BANKRATE INC	06647F102		Various 07/29/2015	370.000	3,401.04	4,925.13		-1,524.09
BANKRATE INC	06647F102		03/02/2015 07/30/2015	241.000	2,184.42	3,076.99		-892.57
BANKRATE INC	06647F102		Various 07/31/2015	312.000	2,838.14	3,943.35		-1,105.21
BANKRATE INC	06647F102		Various 08/04/2015	575.000	5,159.20	7,120.04		-1,960.84
BANKRATE INC	06647F102		Various 08/05/2015	560.000	5,756.24	6,678.56		-922.32
BANKRATE INC	06647F102		Various 08/05/2015	1,121.000	11,336.01	12,967.03		-1,631.02
BANKRATE INC	06647F102		Various 08/05/2015	560.000	5,968.25	6,340.99		-372.74
CONSTANT CONTACT INC	210313102		06/17/2015 12/03/2015	57.000	1,787.98	1,654.45		133.53
CONSTANT CONTACT INC	210313102		06/17/2015 12/04/2015	157.000	4,916.37	4,556.99		359.38

F Indicates Foreign Exchange gain or loss on Capital transactions

Short-Term Covered

J.P.Morgan

Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

Short-Term Covered

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HMS HOLDINGS CORP	40425J101		Various 07/21/2015	359.000	4,216.16	6,297.02		-2,080.86
HMS HOLDINGS CORP	40425J101		Various 07/21/2015	1,037.000	12,237.93	17,938.68		-5,700.75
HMS HOLDINGS CORP	40425J101		Various 07/22/2015	1,051.000	12,170.35	16,624.63		-4,454.28
HMS HOLDINGS CORP	40425J101		Various 07/23/2015	971.000	11,239.41	15,202.69		-3,963.28
HMS HOLDINGS CORP	40425J101		Various 07/23/2015	366.000	4,254.56	5,713.77		-1,459.21
HMS HOLDINGS CORP	40425J101		Various 07/24/2015	591.000	6,927.93	9,211.24		-2,283.31
HMS HOLDINGS CORP	40425J101		Various 07/24/2015	1,346.000	16,214.02	20,865.76		-4,651.74
HMS HOLDINGS CORP	40425J101		Various 07/30/2015	512.000	6,015.88	7,926.59		-1,910.71
HMS HOLDINGS CORP	40425J101		Various 07/30/2015	512.000	5,937.09	7,908.49		-1,971.40
INSULET CORP	45784P101		01/08/2015 08/10/2015	119.000	3,954.71	4,869.72		-915.01
INSULET CORP	45784P101		01/08/2015 08/11/2015	128.000	4,291.76	5,238.02		-946.26
INSULET CORP	45784P101		Various 08/11/2015	578.000	19,464.36	18,442.00		1,022.36
ON ASSIGNMENT INC	682159108		Various 07/17/2015	297.000	11,884.24	8,906.56		2,977.68



Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
* Ordinary Income: D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital Transactions

Short-Term Covered

Description	CUIS	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ON ASSIGNMENT INC	682159108		10/31/2014 07/20/2015	184.000	7,384.83	5,384.23		2,020.60
ON ASSIGNMENT INC	682159108		Various 07/23/2015	154.000	6,016.29	4,439.19		1,577.10
ON ASSIGNMENT INC	682159108		10/17/2014 07/27/2015	152.000	5,659.69	4,359.00		1,300.69
ON ASSIGNMENT INC	682159108		Various 07/28/2015	281.000	10,507.80	8,005.92		2,501.88
ON ASSIGNMENT INC	682159108		10/18/2014 07/29/2015	71.000	2,672.03	2,021.44		650.59
ON ASSIGNMENT INC	682159108		Various 11/24/2015	359.000	16,711.00	13,582.40		3,128.60
ON ASSIGNMENT INC	682159108		09/01/2015 11/25/2015	99.000	4,588.89	3,450.67		1,138.22
PACIRA PHARMACEUTICALS INC	695127100		Various 12/18/2015	162.000	12,345.90	14,711.20		-2,365.30
PACIRA PHARMACEUTICALS INC	695127100		Various 12/18/2015	47.000	3,553.84	3,355.19		198.65
TEXAS CAPITAL BANCSHARES INC	88224Q107		Various 07/17/2015	180.000	10,420.63	9,097.55		1,323.08
Total Short-Term Covered					423,259.82	431,641.09		-8,381.27

J.P.Morgan

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Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

Long-Term Covered

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income. D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ACXIOM CORP	005125109		05/15/2014 09/09/2015	167.000	3,416.93	3,773.81		-356.88
ACXIOM CORP	005125109		05/15/2014 09/10/2015	304.000	6,185.43	6,636.26		-450.83
ACXIOM CORP	005125109		05/15/2014 09/11/2015	236.000	4,751.35	5,151.83		-400.48
ACXIOM CORP	005125109		05/15/2014 10/29/2015	234.000	5,269.39	5,108.17		161.22
ACXIOM CORP	005125109		Various 11/02/2015	173.000	3,868.22	3,360.26		507.96
ACXIOM CORP	005125109		Various 11/03/2015	323.000	7,191.91	5,934.39		1,257.52
BANKRATE INC	06647F102		Various 06/18/2015	1,481.000	16,765.94	30,450.68		-13,684.74
BANKRATE INC	06647F102		Various 06/18/2015	800.000	9,006.95	15,995.92		-6,988.97
BANKRATE INC	06647F102		Various 06/19/2015	1,672.000	18,816.34	32,813.25		-13,996.91
BANKRATE INC	06647F102		Various 06/22/2015	300.000	3,287.93	5,526.94		-2,239.01
BANKRATE INC	06647F102		03/05/2014 06/23/2015	499.000	5,468.93	9,106.75		-3,637.82
BANKRATE INC	06647F102		03/05/2014 06/25/2015	316.000	3,451.09	5,767.00		-2,315.91
BANKRATE INC	06647F102		03/05/2014 07/07/2015	500.000	4,980.75	9,125.00		-4,144.25

Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

* Code: W indicates Wash Sale
 L indicates a Nondeductible Loss other than a Wash Sale
 ** Ordinary Income. D indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital Transactions

Long-Term Covered

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BANKRATE INC	06647F102		Various 07/09/2015	640.000	6,409.48	11,623.35		-5,213.87
BANKRATE INC	06647F102		Various 07/13/2015	600.000	6,035.16	10,813.65		-4,778.49
BANKRATE INC	06647F102		Various 07/15/2015	394.000	3,924.16	6,891.44		-2,967.28
BANKRATE INC	06647F102		Various 07/21/2015	524.000	5,130.44	9,104.71		-3,974.27
BANKRATE INC	06647F102		02/13/2014 07/23/2015	312.000	3,001.48	5,421.03		-2,419.55
BEACON ROOFING SUPPLY INC	073685109		07/09/2013 09/08/2015	113.000	4,092.94	4,267.65		-174.71
BEACON ROOFING SUPPLY INC	073685109		Various 09/09/2015	303.000	10,906.43	11,428.30		-521.87
BEACON ROOFING SUPPLY INC	073685109		Various 11/25/2015	343.000	14,718.26	12,318.73		2,399.53
CONSTANT CONTACT INC	210313102		Various 11/23/2015	447.000	13,973.68	14,439.95		-466.27
CONSTANT CONTACT INC	210313102		Various 11/23/2015	198.000	6,182.41	6,373.61		-191.20
CONSTANT CONTACT INC	210313102		Various 11/27/2015	212.000	6,616.39	6,777.83		-161.44
CONSTANT CONTACT INC	210313102		Various 11/30/2015	253.000	7,909.46	7,984.28		-74.82
CONSTANT CONTACT INC	210313102		Various 11/30/2015	609.000	19,037.65	19,048.97		-11.32

Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

Long-Term Covered

* Code: W indicates Wash Sale
 L indicates a Nondefectible Loss other than a Wash Sale
 ** Ordinary Income D indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CONSTANT CONTACT INC	210313102		Various 12/01/2015	467.000	14,654.28	14,544.03		110.25
CONSTANT CONTACT INC	210313102		Various 12/02/2015	532.000	16,643.95	16,410.92		233.03
CONSTANT CONTACT INC	210313102		Various 12/03/2015	267.000	8,375.26	8,165.46		209.80
CONSTANT CONTACT INC	210313102		Various 12/16/2015	779.000	23,923.65	21,575.42		2,348.23
DEALERTRACK TECHNOLOGY	242309102		Various 06/15/2015	1,187.000	74,477.66	43,329.19		31,148.47
DEALERTRACK TECHNOLOGY	242309102		Various 06/15/2015	839.000	52,633.19	24,467.16		28,166.03
DEALERTRACK TECHNOLOGY	242309102		Various 08/20/2015	611.000	38,445.49	17,737.18		20,708.31
DEALERTRACK TECHNOLOGY	242309102		Various 07/12/2012 08/21/2015	120.000	7,555.12	3,483.41		4,071.71
DEALERTRACK TECHNOLOGY	242309102		Various 09/10/2015	917.000	57,626.60	26,236.69		31,389.91
DEALERTRACK TECHNOLOGY	242309102		Various 09/11/2015	867.000	54,422.49	23,871.25		30,551.24
ELECTRONICS FOR IMAGING	286082102		Various 05/06/2014 11/24/2015	37.000	1,791.34	1,425.57		365.77
ELECTRONICS FOR IMAGING	286082102		Various 11/25/2015	274.000	13,224.20	10,553.69		2,670.51
ELECTRONICS FOR IMAGING	286082102		Various 11/27/2015	54.000	2,609.39	2,078.97		530.42

AWC FAM FDN - DARUMA
Account Number: M 28372-00-7

Capital Gain and Loss Schedule

Long-Term Covered

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
- Ordinary Income: D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
INSULET CORP	45784P101		05/08/2014 08/11/2015	36,000	1,212.31	1,180.79		31.52
OXFORD INDUSTRIES INC	691497309		08/12/2013 08/10/2015	78,000	6,549.78	4,894.19		1,655.59
OXFORD INDUSTRIES INC	691497309		08/12/2013 08/12/2015	35,000	2,942.09	2,252.88		689.21
SCORPIO TANKERS INC	Y7542C108		Various 07/21/2015	1,602,000	18,088.18	19,311.66		-1,223.50
TEXAS CAPITAL BANCSHARES INC	88224Q107		07/25/2013 07/17/2015	128,000	7,410.21	6,042.29		1,367.92
WELLCARE GROUP INC	94946T108		Various 10/09/2015	222,000	18,553.90	11,829.78		6,724.12
WELLCARE GROUP INC	94946T108		Various 10/09/2015	903,000	75,593.15	42,241.66		33,351.49
WELLCARE GROUP INC	94946T108		Various 10/12/2015	457,000	38,829.08	21,113.76		17,715.30
Total Long-Term Covered					735,960.38	587,989.71		147,970.67

Capital Gain and Loss Schedule

AWC FAM FDN - DARUMA

Account Number: M 28372-00-7

* Code: W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income: D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Long-Term Noncovered

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CADENCE DESIGN SYS INC	127387108		Various 11/20/2015	777.000	16,783.98	6,317.81		10,466.17
WABTEC CORP	929740108		01/07/2002 06/10/2015	438.000	43,907.60	2,649.90		41,257.70
Total Long-Term Noncovered					60,691.58	8,967.71		51,723.87

2015 Tax Information Statement

Account Number: 70-876700
 Recipient's Tax ID Number: XX-XXX0220
 Recipient's Name and Address:
 ANDREA WAITT CARLTON FAMILY
 FOUNDATION
 C/O SPENCE MANERS, CFO
 P.O. BOX 58258
 NASHVILLE, TN 37205

Capital Guardian Trust Company
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

2015 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
2743.849	CAPITAL GROUP EMER MKTS TOTAL OPPORTUNITIES FD								
14008R103	12/18/2015	Various	25,927.48	29,274.73		0.00	-3,347.25	0.00	0.00
Total Short Term Sales			25,927.48	29,274.73		0.00	-3,347.25	0.00	0.00

Long Term Sales									
187730.102	CAPITAL GROUP EMER MKTS TOTAL OPPORTUNITIES FD								
14008R103	12/18/2015	Various	1,774,049.46	2,001,547.32		0.00	-227,497.86	0.00	0.00
76006.251	CAPITAL GROUP EMER MKTS TOTAL OPPORTUNITIES FD								
14008R103	12/18/2015	Various	718,259.07	886,446.92		0.00	-168,187.85	0.00	0.00
7536.86	EUROPACIFIC GROWTH FUND CL F2								
29875E100	07/20/2015	Various	386,490.19	235,993.99		0.00	150,796.20	0.00	0.00
2213.53	EUROPACIFIC GROWTH FUND CL F2								
29875E100	07/20/2015	Various	113,509.82	96,610.80		0.00	16,899.02	0.00	0.00
Total Long Term Sales			2,992,308.54	3,220,299.03		0.00	-227,990.49	0.00	0.00

This is important tax information and is being furnished to you.





AWC FAM FDN - OPERATING
Account Number: M 25782-00-0

Capital Gain and Loss Schedule

Long-Term Noncovered

* Code W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ANTERO RESOURCES CORP	03674X106		10/16/2013 05/27/2015	813 000	32,295 13	4,734 14		27,560.99
Total Long-Term Noncovered					32,295.13	4,734.14		27,560.99



AWC FAM FDN - OPERATING
Account Number: M 25782-00-0

Capital Gain and Loss Schedule

** Ordinary Income D Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital Transactions

Transactions with Unknown/Missing Tax Cost Basis

Description	CUSIP	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss	Ordinary Income*
HALLADOR ENERGY COMPANY	40609P105	11/11/1960 07/01/2015	824.000	6,756 75				
HALLADOR ENERGY COMPANY	40609P105	09/03/2015 09/08/2015	823.000	5,834 73				
Total Unknown / Missing Tax Cost				12,591.48				