

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

EXTENDED TO NOVEMBER 15, 2017 Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

16

Department of the Treasury Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at WWW.irs.gov/form990pf.

	For	calendar year 2016 or tax year beginning		, and ending		
	Nar	ne of foundation			A Employer identification	number
	_T	HE ANN AND MONROE CARELL	FOUNDATION		58-1537831	
		nber and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	0.01
		5 WHITE BRIDGE ROAD		514	(615)356-0	
		y or town, state or province, country, and ZIP or foreign po ASHVILLE, TN 37205	ostai code		C If exemption application is pe	ending, check here
		Check all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizations	, check here
		Final return	Amended return		Foreign organizations med check here and attach column.	eting the 85% test,
	ш с	Address change Check type of organization: X Section 501(c)(3) exc	Name change		1	
	<u></u>		empt private foundation Other taxable private found:	ation	If private foundation stat under section 507(b)(1)	
	 I Fa	air market value of all assets at end of year J Accounting		Accrual	F If the foundation is in a 6	
		· 1 —	ner (specify)		under section 507(b)(1)	- 1
		\$ 28,587,708. (Part I, colur	mn (d) must be on cash	basis.)		
	Pâ	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		. 1	N/A	
		2 Check X if the foundation is not required to attach Sch. B		* · · · · · · · · · · · · · · · · · · ·	* **	
		3 Interest on savings and temporary cash investments	440 244	440 244		CONTRACTOR 1
		4 Dividends and interest from securities	440,244.	440,244.	<u> </u>	STATEMENT 1
	_	5a Gross rents b Net rental income or (toss)				1 3 3
		6a Net gain or (loss) from sale of assets not on line 10	302,630.		,	STATEMENT 2
	nne	b Gross sales price for all 9,105,361.	W W 9 Y		ř	
	Revenue	7 Capital gain net income (from Part IV, line 2)		302,601.	`	° 3.′ ¥
	Œ	8 Net short-term capital gain		* . ^{**}		: ; * *
		9 Income modifications Gross sales less returns		* *	ļ	
		10a and allowances		** **	 	
		b Less Cost of goods sold c Gross profit or (loss)			<u> </u>	
		11 Other income	2,530.	2,530.	 	STATEMENT 3
		12 Total. Add lines 1 through 11	745,404.	745,375.		
		13 Compensation of officers, directors, trustees, etc	0.	0.	_ I REC	FIVED 10.
		14 Other employee salaries and wages			80	<u> </u>
	s	15 Pension plans, employee benefits			IS JUL	6 2017 0
	nse	16a Legal fees b Accounting fees STMT 4	10,815.	0.	3	10,815.
	Expense	b Accounting fees STMT 4 c Other professional fees STMT 5	178,288.	178,288.	L OGD	EN, UT 0.
2012	e E	17 Interest	2,0,200			
JUL 28	Administrative	18 Taxes STMT 6	17,922.	6,678.		0.
Ø	nist	19 Depreciation and depletion				
5	ij	20 Occupancy				
		21 Travel, conferences, and meetings	- 	 	ļ	
Ω	and	22 Printing and publications 23 Other expenses STMT 7	141.	0.	 	0.
SCANNED	perating	23 Other expenses STMT 7 24 Total operating and administrative	141.	<u> </u>	 	
Z	era	expenses Add lines 13 through 23	207,166.	184,966.		10,815.
4	Ö	25 Contributions, gifts, grants paid	2,583,333.			2,583,333.
S		26 Total expenses and disbursements	i	1		
		Add lines 24 and 25	2,790,499.	184,966.		2,594,148.
		27 Subtract line 26 from line 12:	2 045 225	1		1
		Excess of revenue over expenses and disbursements Not investment income (/ section of the section of t	-2,045,095.	560,409.	 	
		b Net investment income (if negative enter -0-) C Adjusted net income (if negative enter -0-)		300,403.	N/A	

629 C 2016)

Form 990-PF (2016)

(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 P - Po D - Do	acquired urchase onation	(c) Date (mo., d	acquired ay, yr.)	(d) Date (mo., da	sold y, yr)	
1a									
b SEE ATTACHED	STATEMENTS								
c									
d									
e									
(e) Gross sales price	(f) Depreciation allowed (or allowable)		at or other basis expense of sale				ain or (loss) s (f) minus (
a b	<u> </u>	 -							
C									
e 9,105,332.	<u> </u>		8,802,73	1.				302,	,601.
Complete only for assets showing	ng gain in column (h) and owned	by the foundation	on 12/31/69		(I)	Gains (C	ol. (h) gain	minus	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (1) col. (j), if any		còl.	(k), but r	not less than (from col. (n -0-) or	
<u>a</u>									
b c								·	
d								·	
е								302,	,601.
2 Capital gain net income or (net ca	$ \begin{cases} \text{If gain, also } e \\ \text{If (loss), enter} \end{cases} $	enter in Part I, line er -0- in Part I, line	7 7	} _2				302,	,601.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8 Part V Qualification U				} 3			N/A		· —
If section 4940(d)(2) applies, leave t Was the foundation liable for the sec If "Yes," the foundation does not qua	tion 4942 tax on the distributabl	ot complete this pa	rt.					Yes	X No
1 Enter the appropriate amount in		the instructions be	fore making any ei					(d)	
(a) Base period years Calendar year (or tax year beginni			Net value of no				Distrib (col. (b) div	(d) oution ratio oided by col.	
2015	2,	697,152.			47,686				36592
2014		93,091.			56,262				04279
2013		745,204.			41,144				08121
2012		964,933.			84,997				19349
2011		621,292.		7,3	61,946	<u>· </u>	 -	. 2.2	20226
2 Total of line 1, column (d)						2		.53	38567
3 Average distribution ratio for the the foundation has been in existe	· ·	otal on line 2 by 5,	or by the number	of years		3	<u> </u>	.10	07713
4 Enter the net value of noncharitat	ole-use assets for 2016 from Par	rt X, line 5				4	2	9,103	, 901.
5 Multiply line 4 by line 3		·				5		3,134	
6 Enter 1% of net investment incor	ne (1% of Part I, line 27b)					6	 -		<u>,604.</u>
7 Add lines 5 and 6						7		3,140	,472.
8 Enter qualifying distributions from				_		8_		2,594	,148.
If line 8 is equal to or greater than See the Part VI instructions	n line 7, check the box in Part VI,	, line 1b, and comp	plete that part using	g a 1% ta	ax rate.				

orm 990-PF (2016) THE ANN AND MONROE CARELL FOUN		58-153		Page 4
Part VI Excise Tax Based on Investment Income (Section 4940		948 - see	instruction	ons)
1a Exempt operating foundations described in section 4940(d)(2), check here and er	nter "N/A" on line 1.			
Date of ruling or determination letter: (attach copy of letter if nec	essary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	and enter 1%	1	11,	208.
of Part I, line 27b			-	,
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%	of Part I, line 12, col. (b).		,	~]
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Oti		2		0.
3 Add lines 1 and 2		3	11,	208.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Of	thers enter -0-)	4		0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	,	5	11,	208.
6 Credits/Payments:	• •	7	3 2 3	, ,
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 21,760.	,	. 4	å j
b Exempt foreign organizations - tax withheld at source	6b	. 2		1 1
c Tax paid with application for extension of time to file (Form 8868)	6c	1 () .		
d Backup withholding erroneously withheld	6d	1 " 12"		\ <u> </u>
7 Total credits and payments, Add lines 6a through 6d		7 - *	21,	760.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attack.	ched .	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	_10,	552.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	10,552. Refunded	11		0.
Part VII-A Statements Regarding Activities	107332 Theidided			
1a During the tax year, did the foundation attempt to influence any national, state, or local legisl	lation or did it participate or intervene	ın	Ye	s No
any political campaign?	ation of the Reparticipate of intervent	• • • • • • • • • • • • • • • • • • • •	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purpos	see (see instructions for the definition	12	1b	X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities at			 	- 5.6
	nd copies of any materials publish	ieu oi		×
distributed by the foundation in connection with the activities:			-	*X
c Did the foundation file Form 1120-POL for this year?				
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the				
(1) On the foundation. > \$ 0 • (2) On foundation managers	· · · — — — — — — — — — — — — — — — — —	-		. 43
e Enter the reimbursement (if any) paid by the foundation during the year for political expendi	nure tax imposed on roundation			*
managers. > \$ 0.	nea		2	X.
2 Has the foundation engaged in any activities that have not previously been reported to the IF	no!			+~
If "Yes," attach a detailed description of the activities.	material and all and a second a			٠,
3 Has the foundation made any changes, not previously reported to the IRS, in its governing is		ונ	3	V .
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change			4a	$\frac{X}{X}$
4a Did the foundation have unrelated business gross income of \$1,000 or more during the yea	u r	N/A	4b	 ^
b If "Yes," has it filed a tax return on Form 990-T for this year?	1	N/A	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	-			+~
If "Yes," attach the statement required by General Instruction T	ithor:			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied et	uner.		1 1	1
By language in the governing instrument, or	ar directions that conflict with the stat	o lour		1
By state legislation that effectively amends the governing instrument so that no mandator,	y directions that connict with the stat	e law	6 X	- (
remain in the governing instrument?	to 1	,		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," con	mpiete Part II, coi (c), and Part X	/	7 X	
				-
8a Enter the states to which the foundation reports or with which it is registered (see instructio	ins) ►		- [[
TN	(Harania Caranti / au taranti /		-]
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	attorney General (or designate)			1
of each state as required by General Instruction G? If "No," attach explanation			8b X	-
9 Is the foundation claiming status as a private operating foundation within the meaning of se		enoar		.
year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," of			9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule	ule listing their names and addresses		10	X
			Form 990-P	r (2016)

Form 990-PF (2016)

THE ANN AND MONROE CARELL FOUNDATION Page 5 Part VII-A Statements Regarding Activities (continued) No Yes 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of X 11 section 512(b)(13)? If "Yes," attach schedule (see instructions) 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 12 If "Yes," attach statement (see instructions) 13 Х 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 14 The books are in care of LBMC, P.C. Telephone no. ► (615) 377-4600 ZIP+4 ▶37027 Located at ▶ 201 FRANKLIN RD, BRENTWOOD, TN 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, Yes No 16 securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required Yes File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)?-- - -- -- - - - - - - -(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 Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations N/A 1b 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 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 1c before the first day of the tax year beginning in 2016? 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(1)(3) or 4942(1)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning Yes X No before 2016? If "Yes." list the years b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach N/A 2b statement - see instructions.) 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 Yes X No during the year? b If "Yes," did it have excess business holdings in 2016 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, N/A Form 4720, to determine if the foundation had excess business holdings in 2016) 3b X 4a 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that X had not been removed from jeopardy before the first day of the tax year beginning in 2016?

orm 990-PF (2016) THE ANN AND MONROE CAREL			<u> 20-123/9</u>	<u> 31</u>	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:				7	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	es X No		
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indire	ectly,		İ	}
any voter registration drive?		Yo	es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	es X No	ĺ	
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section		ì		1
4945(d)(4)(A)? (see instructions)		Ye	es X No	İ	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fe	or			
the prevention of cruelty to children or animals?	• •		es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni	der the exceptions described i	n Regulations			,
section 53.4945 or in a current notice regarding disaster assistance (see instru			N/A	5b	`
Organizations relying on a current notice regarding disaster assistance check h					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f		ned	,		1 53
expenditure responsibility for the grant?		/A 🔲 y	s No	j	* . ~
If "Yes," attach the statement required by Regulations section 53.494				*	,
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				ķ) ļ	1
a personal benefit contract?	pay promiums on		es X No	* .	.
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	perconal honefit contract?	L '\	.5 (AE) NO	6b	X
	ersonal penetit contract.		<u> </u>	-	+*
If "Yes" to 6b, file Form 8870	shalter transaction?		es X No		
7a At any time during the tax year, was the foundation a party to a prohibited tax s		··	N/A	7b	
b If "Yes," did the foundation receive any proceeds or have any net income attribeted. Part VIII Information About Officers, Directors, Trust		nogoro Highly		70	
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, roundation wa	nagers, migni	y		
List all officers, directors, trustees, foundation managers and their	compensation.				
		(c) Compensation	(d) Contributions to	(e) Ex	pense
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	accour	opense ot, other vances
KATHRYN C. BROWN	PRESIDENT	enter =0:)	compensation	= _uijov	ances
4410 TRUXTON PLACE	T KEDIDINI			ł	
NASHVILLE, TN 37205	0.00	0.	0.	İ	0.
EDITH C. JOHNSON	TREASURER	ļ	<u>-</u>	+	
4407 IROQUOIS	TREFIE				
NASHVILLE, TN 37205	0.00	o.	0.	ŀ	0.
JULIE CARELL STADLER	SECRETARY			 	
4432 TYNE BLVD	DECKETAKI		i	1	
NASHVILLE, TN 37215	0.00	(o.	0.	1	0.
MASHVILLE, IN 37213	0.00		·	 	- •
	}	Ì		1	
	{	ļ	1	1	
2 Compensation of five highest-paid employees (other than those inc	l cluded on line 1). If none.	enter "NONE."	i		
_ 	(b) Title, and average		(d) Contributions to	(e) E)	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and defersed compensation	accour	kpense nt, other rances
NONE	acvoted to position		compensation	- 411011	ances
NONE	-		ł	ì	
	 	<u> </u>	 	 	
	1				
				 	
 	1		[1	
		 		+	
	4	1		1	
	 	 			
	+	l]	}	
Teach number of other employees said over \$50,000	L	L		ــــــــــــــــــــــــــــــــــــــ	0
Total number of other employees paid over \$50,000					<u>~</u>

Form 990-PF (2016) THE ANN AND MONROE CARELL FOUND		-1537831 Page 7
Part VIII Information About Officers, Directors, Trustees, Foun Paid Employees, and Contractors (continued)	dation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, er	nter "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 st number of organizations and other beneficiaries served, conferences convened, research papers p	atistical information such as the produced, etc.	Expenses
1 N/A		
		<u> </u>
2		
		_
_ 		<u> </u>
3		
		
4		
		7
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		
		-
		7
All other program-related investments See instructions.		
3		
	·	
		_
		_
		-
Total. Add lines 1 through 3		0.
rotal Add lines i tilrough s		

Page 8

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations must complete this part.	ndatior	ns, 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	25,126,844.
	Average of monthly cash balances	1b	25,126,844. 4,420,264.
C	Fair market value of all other assets	1c	·····
d	Total (add lines 1a, b, and c)	1d	29,547,108.
е	Reduction claimed for blockage or other factors reported on lines 1a and	13.	
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	29,547,108.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	443,207.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,103,901.
6	Minimum investment return. Enter 5% of line 5	6	1,455,195.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certai	ìn
1	Minimum investment return from Part X, line 6	1	1,455,195.
2a	Tax on investment income for 2016 from Part VI, line 5	37	
b	Income tax for 2016. (This does not include the tax from Part VI.)]	
C	Add lines 2a and 2b	2c	11,208.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,208. 1,443,987.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,443,987.
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	1,443,987.
P	art XIII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	7	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,594,148.
	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:	الله الله الله	
а	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	2,594,148.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,594,148.
	Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation	gualifies	for the section

Form **990-PF** (2016)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,443,987.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years			*	
	· · · · · · · · · · · · · · · · · · ·	0.	×	
3 Excess distributions carryover, if any, to 2016:				
aFrom 2011 313,623.	1		* *	
bFrom 2012 573,589.	,	<i>'</i>		
cFrom 2013 1,014,795.	,	l A a		, ^ ^ ·
dFrom 2014				* , , ,
eFrom 2015 1,161,492.	^ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			
f Total of lines 3a through e	3,063,499.	- 4 - 4 - 4		*
4 Qualifying distributions for 2016 from				· *c ,
Part XII, line 4: ►\$ 2,594,148.			0.	
a Applied to 2015, but not more than line 2a	·	**	<u> </u>	·
b Applied to undistributed income of prior	·	0.		
years (Election required - see instructions)				
c Treated as distributions out of corpus	0.			į į
(Election required - see instructions)		3 3 334 22		1,443,987.
d Applied to 2016 distributable amount	1,150,161.	. 	20 2 24	
e Remaining amount-distributed out of corpus	0.		E 18 11	0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount	· · »		. 3 %	λ [‡]
must be shown in column (a)) 6 Enter the net total of each column as				,
indicated below:	4,213,660.			
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,213,000	<u> </u>	*	
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 2015 Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	·
f Undistributed income for 2016 Subtract				
lines 4d and 5 from line 1. This amount must				0.
be distributed in 2017				<u> </u>
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election	0			
may be required - see instructions)		•	 	
8 Excess distributions carryover from 2011	313,623			
not applied on line 5 or line 7	313,023	•		
9 Excess distributions carryover to 2017.	3,900,037			
Subtract lines 7 and 8 from line 6a	3,500,037			
10 Analysis of line 9: a Excess from 2012 573, 589.				
a Excess from 2012 573,589. b Excess from 2013 1,014,795.	1			
c Excess from 2014	4			
dExcess from 2015 1,161,492.	.†	1		
eExcess from 2016 1,150,161.				
				Form 990-PF (2016)

		CARELL FO			53/831 Page 10
Part XIV Private Operating F				N/A	
1 a If the foundation has received a ruling of	r determination letter tha	at it is a private operating	·		
foundation, and the ruling is effective for	2016, enter the date of	the ruling	▶		
b Check box to indicate whether the found	lation is a private operat	ing foundation described	ın section	4942(j)(3) or	4942(1)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
investment return from Part X for					
each year listed					l
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year fisted					
d Amounts included in line 2c not		<u> </u>			
used directly for active conduct of	l				1
exempt activities			1		
e Qualifying distributions made directly			<u> </u>		<u> </u>
for active conduct of exempt activities.					
Subtract line 2d from line 2c]	J	1	}
3 Complete 3a, b, or c for the					
alternative test relied upon: a "Assets" alternative test - enter:					
(1) Value of all assets		1			
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return					
shown in Part X, line 6 for each year					
listed	ļ	<u></u>		 	
c -"Support" alternative test - enter:			-[
(1) Total support other than gross]	ł	
investment income (interest, dividends, rents, payments on		-		ĺ	
securities loans (section				•	
512(a)(5)), or royalties)			<u> </u>		<u> </u>
(2) Support from general public and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(III)					
(3) Largest amount of support from					
an exempt organization					L
(4) Gross investment income					
Part XV Supplementary Info			if the foundation	n had \$5,000 or n	nore in assets
at any time during t	he year-see inst	tructions.)			
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh			ntributions received by th	e foundation before the cl	ose of any tax
year (but only if they have contributed n	iore than \$5,000). (See	section 507(d)(2).)			
NONE					
b List any managers of the foundation wh			(or an equally large port	ion of the ownership of a	partnership or
other entity) of which the foundation has	s a 10% or greater intere	est.			
NONE		·		 	
2 Information Regarding Contribute					
Check here 🕨 🗓 if the foundation o					
the foundation makes gifts, grants, etc.	`				nd d.
a The name, address, and telephone num.	ber or e-mail address of	the person to whom app	ilications should be addri	essed ⁻	
The feature of the second of t		1 1 1 1 1	-11		
b The form in which applications should b	e submitted and informa	ation and materials they s	snoula include		
c Any submission deadlines:					
d Any restrictions or limitations on awards	s, such as by geographic	cal areas, charitable fields	s, kınds of institutions, or	other factors.	

3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment		
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	1	
a Paid during the year				
			1	
MONROE CARELL CHILDREN'S HOSPITAL AT	NONE	PUBLIC	TO FURTHER CHARITABLE	
VANDERBILT			ACTIVITIES	
2200 CHILDREN'S WAY				
NASHVILLE, TN 37232				2,500,000
		ŀ		
		ł		
POPE JOHN PAUL II HIGH SCHOOL	NONE	PUBLIC	TO FURTHER CHARITABLE	
2201 WEST END AVENUE			ACTIVITIES	
NASHVILLE, TN 37235		 	 	83,333
		1		
		Ì		
		<u> </u>		
	ļ]		
		ļ		
	}	1		
T-1-1			. > 3a	2,583,333
Total b Approved for future payment				2,363,333
2 7 pprovod for rataro paymont		1		
NONE	į.	1		
		İ		
	 			
		[
	j			
	 			
		1		
Total	<u> </u>		▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

THE ANN AND MONROE CARELL FOUNDATION

Enter gross amounts unless otherwise indicated.				ded by section 512, 513, or 514	(e)
and a second distribution of the second seco	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business code	Amount	sion	Amount	function income
a			_		
b			\vdash		
C			1		
d			<u> </u>		
e					,,
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	440,244.	
5 Net rental income or (loss) from real estate: a Debt-financed property		<u> </u>	<u> </u>	4 4 3	* * * * * *
 b Not debt-financed property 6 Net rental income or (loss) from personal property 		_			
7 Other investment income	1		14	2,530.	
8 Gain or (loss) from sales of assets other than inventory			18		
9 Net income or (loss) from special events					
10-Gross profit or (loss) from sales of inventory		· <u>-</u>			
11 Other revenue:	1		1		
a			<u> </u>		
b			<u> </u>		
C	 				
d	ļ				
e			ļ	745 404	
12 Subtotal. Add columns (b), (d), and (e)	3° \$	0	· · · ·	745,404.	745,404.
13 Total. Add line 12, columns (b), (d), and (e)				13	/45,404.
(See worksheet in line 13 instructions to verify calculations.)					

Part XVI-B Relationship of Activiti	ies to the Accomplishment	of Exempt Purposes
-------------------------------------	---------------------------	--------------------

Line No. ↑	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII	Information Regarding Trans Exempt Organizations	sfers To a	and Transactions	and Relationsl	nips With Nond	haritabl	е	
1 Did the or	ganization directly or indirectly engage in any o	of the following	o with any other organizati	on described in section	on 501(c) of	_т_	Yes	No
	other than section 501(c)(3) organizations) or		• •		5// 00 1(0) 0.)		
	from the reporting foundation to a noncharitat		· · · · · · · · · · · · · · · · · · ·					*
(1) Cash	non the reporting roundation to a non-sharitati	one exempt or g	jameadon on			1a(1)		X
(2) Other	assets					1a(2)	1	X
b Other tran	•					<u> </u>	 	
	of assets to a noncharitable exempt organizati	ion				% 1b(1)		X
. ,	nases of assets from a noncharitable exempt or				••	16(2)	+	X
	il of facilities, equipment, or other assets	ryanization			•	1b(2)	+	X
` '	bursement arrangements				•	<u> </u>		X
	s or loan guarantees	-				1b(4) 1b(5)	_	X
	rmance of services or membership or fundrais	una colleitatio	nc				_	$\frac{x}{x}$
• •	·	•			-	1b(6) 1c	 	$\frac{x}{x}$
	f facilities, equipment, mailing lists, other asset ver to any of the above is "Yes," complete the fo			wave chow the fair m	arket value of the goo		l	
	s given by the reporting foundation. If the foun						56(5,	
	l) the value of the goods, other assets, or serve		SU 1655 tilali ilali illainet vali	uc iii ariy uarisaction	or snaring arrangeme	iii, siiow iii		
(a)Line no	·		exempt organization	(d) Description	of transfers, transactions,	and sharing a	rrangem.	ents
(a)cine no	(b) reality of	N/A	- United by Garage	(a) Bescription	- Tanses, tansactions,		Tangeme	
		III/A						
				- 				
								
				-				
							—	
			· · · · · · · · · · · · · · · · · · ·					
								
								
								
				- 				
	_							
								
								
								
								
								
	ndation directly or indirectly affiliated with, or re	-		izations described			Γ υ	л.,
	501(c) of the Code (other than section 501(c))	(3)) or in secti	ion 52/7			L Yes	LA	No
b It "Yes," co	omplete the following schedule.		(h) Time of augopization	1	a) December of welch	.anabia		
	(a) Name of organization		(b) Type of organization		c) Description of relati	onsnip		
	N/A			ļ				
				ļ — —				
				ļ				
	<u> </u>			ļ				
	 			<u> </u>				
and b	penalties of perjury, I declare that I have examined this elief, it is true, correct, and complete. Declaration of pre-		. , .		, ,	May the IRS return with the	discuss	this
Sign Here	YH CD		14 14 15			shown below	v (see <u>ıns</u>	r(<u>tr</u>
	North Corne	^	6-14-17	PRESID	ENT	X Yes	; L_	J No
Sigi	nature of officer of trustee		Date	Title	Chaol. (1 2 2 2	7.1.		_
	Print/Type preparer's name	Preparer's si	gnature	Date		TIN		
Daid	WTGW DI G 3 3 2 G 3 2	MI	1/_	1 1	self- employed			
Paid	MICHAEL GANSCHOW	7/1/W	DA	06/07/17		P01395		
Preparer	Firm's name ► LBMC , PC				Firm's EIN ► 62-	-11997	57	
Use Only	F				<u> </u>			
	Firm's address ▶ P.O. BOX 18		0.4					_
	BRENTWOOD,	TN 370	24-1869		Phone no. (615	5)377-		
						Form 99	0-PF	(2016)

Fait IV Capital Gains and Lo	sses for fax on investment income				
	describe the kind(s) of property solution describe the kind(s) of property solution warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DONALD SMITH K	-1		P		
b DONALD SMITH K			P		.=
c GOLDMAN SACHS	#52431-1		P		
	#52431-1		P		
e GOLDMAN SACHS	#52431-1		P		
f GOLDMAN SACHS	#52431-1		P		
g GOLDMAN SACHS	#71782-4		Р		
	#71782-4		P		
	#71783-2		P		 _
	#71783-2		P		
k GOLDMAN SACHS	#71783-2		P		
GOLDMAN SACHS	#71784-0		P		
m GOLDMAN SACHS	#71784-0		P		
n GOLDMAN SACHS	#71784-0		P		
O GOLDMAN SACHS	#71792-3		P		
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss) lus (f) minus (g)	
ā		390.			-390.
b 33,434.				-	33,434.
c 1,186,932.		998,015.			188,917.
d 961,995.		1,092,114.			130,119.
e 4,581,248.		4,425,000.			156,248.
f 317,103.		303,722.			13,381.
g		72,437.			-1,722.
h 132,960.		109,308.			23,652.
154,281.		146,143.			8,138.
229,637.		240,344.			-10,707.
k 15.					15.
13,512.		16,697.			-3,185.
m 93,271.		103,096.			-9,825.
n 91.					91.
0 23,373.		35,345.			-11,972.
	ng gain in column (h) and owned by		(I) Los	ses (from col. (h))	
(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	Gains (excess of	of col. (h) gain over ot less than "-0-")	col. (k),
a					-390.
b					33,434.
С					188,917.
d					130,119.
e					156,248.
f					13,381.
g					-1,722.
ħ					23,652.
					8,138.
<u> </u>					-10,707.
k					15.
I .					-3,185.
m					-9,825.
n					91.
0					-11,972.
2 Capital gain net income or (net ca	ipital loss) { If gain, also enter If (loss), enter "-0	in Part I, line 7	2		
If gain, also enter in Part I, line 8,	ss) as defined in sections 1222(5) an column (c)	, I			
If (loss), enter "-0-" in Part I, line to	ס	_ 丿	3		

				ATION FO				_
	OE CARELL FOUNDA	TION 58-	1537	831	PAGE	2	OF	3
	sses for Tax on Investment Income d describe the kind(s) of property sol	d, e.g., real estate,	_	(b) How acqui	red (c) Dat	e acquired	(d) Date	sold
	rick warehouse; or common stock, 2			P - Purchas D - Donatio	t l'/ma	day, yr.)	(mo., day	/, yr.)
	#71792-3			P				
b GOLDMAN SACHS				P				
_ = -	#71859-0			P				
_ =	#71859-0			P				
	#71859-0			P				
	#72412-7			P				
	#72412-7			P				
_ **	#45640-7		_	P				
	#49147-9			P				
	#49146-1			P				
	#49145-3		_	P				
	#49143-8			P				
	#49147-9			P				
	#49145-3			P				
₀ GOLDMAN SACHS	#71792-3	<u> </u>		P				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		((h) Gain o e) plus (f) r	ninus (g)		
a 191,530.		233,57					-42,0	
b 26,867.		14,21					12,6	55.
c 17,544.		16,82						21.
d 251,121.		225,95	8.				25,1	<u>.63.</u>
e 4.								4.
f 62,491.		74,99					-12,5	
9		95,13			<u></u> -		-95,1	
h 602,451.		595,17	<u>/ • </u>					74.
607.			_ _					07.
19,063.		1,13	<u>• </u>				17,9	
k 13,700.		2 10	_				13,7	
73,534. m 911.		3,10	4 •				70,4	$\frac{30.}{11.}$
20 550							20,5	
			+				20,5	56.
	I ng gain in column (h) and owned by	the foundation on 12/31/69	+-	(1)	Locaco (fra	m col. (h))		50.
(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		Gains (exce		h) gaın over		
a							-42,0	
b							12,6	
С								21.
ď							25,1	
e								4.
f							-12,5	
g							-95,1	
h								74.
1			\bot					07.
<u> </u>				-			17,9	
<u>k</u>	<u> </u>						13,7	
1							70,4	
<u>m</u>	<u> </u>		_ _					11.
<u>n</u>							20,5	
0	<u> </u>	<u></u>						56.
2 Capital gain net income or (net ca	apıtal loss) { If gain, also enter If (loss), enter "-C	in Part I, line 7 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

(a) List and	sses for Tax on investment income I describe the kind(s) of property solo rick warehouse; or common stock, 20	l, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS	DIVIDENDS				
b			-		
С					
d					
е				}	
f					
g					
h					
<u> </u>	<u> </u>				
1				ļ	
<u>k</u>					
					
m	 				
<u>n</u>				-	
0	(f) Depreciation allowed	(g) Cost or other basis	/h) Gain or (loss)	 -
(e) Gross sales price	(or allowable)	plus expense of sale	(e) p	olus (f) minus (g)	
a 26,336.					26,336.
b					20,3301
c					
d d					
e					
f					
g					
h					
1					
1					
k					
<u> </u>					
m					
n					
O Complete and the comp		ha farradahan an 10/21/00			
Complete only for assets showin	ng gain in column (h) and owned by t		(I) Los Gains (eycess d	sses (from col. (h)) of col. (h) gain over	col (k)
(ı) 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	but n	ot less than "-0-")	
a				 	26,336.
b					
C					
<u>d</u>					
e f					
					
g h					
<u>"</u>					
<u> </u>			·		
k					
Ī			· · · · · · · · · · · · · · · · · · ·	 	
m					
n					
0					
2 Capital gain net income or (net ca	ipital loss) { If gain, also enter -0	in Part I, line 7	2		302,601.
If gain, also enter in Part I, line 8,	ss) as defined in sections 1222(5) an column (c)	, I			
If (loss), enter *-0-* in Part I, line 8	3	J	3	N/A	

FORM '990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	ATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DONALD SMITH:			,		 · -
SMALL CAP VALUE	4 020	0.	4 020	4 0 2 0	
[SERIES] K-1 GOLDMAN SACHS	4,920.	0.	4,920.	4,920.	
#45640-7	60,531.	0.	60,531.	60,531.	
GOLDMAN SACHS					
#49142-0	337.	0.	337.	337.	
GOLDMAN SACHS	70	0	70	70	
#49143-8 GOLDMAN SACHS	78.	0.	78.	78.	
#49144-6	189.	0.	189.	189.	
GOLDMAN SACHS	2001				
#49145-3	31.	0.	31.	31.	
GOLDMAN SACHS		_			
#49146-1	23.	0.	23.	23.	
GOLDMAN SACHS #49147-9	15.	0.	15.	15.	
GOLDMAN_SACHS	15.	0.	10.	13.	
#52431-1	174,757.	26,160.	148,597.	148,597.	
GOLDMAN SACHS	,	,	•		
#52432-9	71.	0.	71.	71.	
GOLDMAN SACHS		_			
#52484-0	1,204.	0.	1,204.	1,204.	
GOLDMAN SACHS #71782-4	12,119.	0.	12,119.	12,119.	
GOLDMAN SACHS	12,119.	0.	12,119.	12,119.	
#71783-2	12,858.	0.	12,858.	12,858.	
GOLDMAN SACHS	,		•	•	
#71784-0	11,657.	0.	11,657.	11,657.	
GOLDMAN SACHS					
#71792-3	10,886.	176.	10,710.	10,710.	
GOLDMAN SACHS #71859-0	21,854.	0.	21,854.	21,854.	
GOLDMAN SACHS	21,034.	·	21,034.	21,034.	
#72412-7	155,050.	0.	155,050.	155,050.	
TO PART I, LINE 4	466,580.	26,336.	440,244.	440,244.	 -

FORM 990-PF	GAIN OR	(LOSS)	FROM	SALE	OF	ASSETS	STA	ГЕМЕНТ	
(A) DESCRIPTION OF PROPER	TY					MANNER ACQUIRED	DATE ACQUIRED	DATE SO	OLD
DONALD SMITH K-1						PURCHASED		-	-
(B) GROSS SALES PRICE	COS	C) T OR BASIS	EXI	(D) PENSE SALE	OF	(E) DEPREC	CAIN	(F)	c
		390	•		0 .		0.		90.
(A) DESCRIPTION OF PROPER	ТY					MANNER ACQUIRED	DATE ACQUIRED	DATE SO	OLE
DONALD SMITH K-1						PURCHASED			
(B) GROSS		C) T OR	EXI	(D) PENSE	OF	(E)		(F)	
SALES PRICE		BASIS		SALE	•-	DEPREC	. GAIN	OR LOSS	S
33,434		0	•		0.	•	0.	33,43	34.
(A) DESCRIPTION OF PROPER	TY					MANNER ACQUIRED	DATE ACQUIRED	DATE SO	OLD
GOLDMAN SACHS #52431-	1					PURCHASED			
(B) GROSS		C) T OR	EXI	(D) PENSE	OF	(E)		(F)	
SALES PRICE		BASIS		SALE	_	DEPREC	. GAIN	OR LOS	S
1,186,932		998,015			0 .		0.	188,9	17.

DESCRIP	(A) TION OF PROPERTY			MANNE ACQUIR		DATE QUIRED	DATE	SOLD
GOLDMAN	SACHS #52431-1	_		PURCHAS	ED			
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPR		GAIN	(F)	oss
	961,995.	1,092,114.	C	· · · · · · · · · · · · · · · · · · ·	0.	· 	-130	,119.
DESCRIP	(A) TION OF PROPERTY			MANNE ACQUIR		DATE QUIRED	DATE	SOLD
GOLDMAN	SACHS #52431-1	_		PURCHAS	ED			
	(B) GROSS	(C) COST OR	(D) EXPENSE OF			G1	(F)	
-	SALES PRICE	OTHER BASIS	SALE 	DEPR		GAIN	OR LO	
	4,581,248.	4,425,000.	C) .	0.		156	248.
DESCRIP	-(A)- TION OF PROPERTY			MANNE		DATE QUIRED	DATE	SOLD
GOLDMAN	SACHS #52431-1	_		PURCHAS	ED			-
	(B) GROSS	(C) COST OR	(D) EXPENSE OF				(F)	
-	SALES PRICE	OTHER BASIS	SALE		EC.	GAIN	OR LO	oss ——
	317,103.	303,722.	C		0.		13,	381.
DESCRIP	(A) TION OF PROPERTY			MANNE ACQUIF		DATE QUIRED	DATE	SOLD
GOLDMAN	SACHS #71782-4	_		PURCHAS	ED -	· · · · · · · · · · · · · · · · · · ·		
	(B) GROSS	(C) COST OR	(D) EXPENSE OF				(F)	
-	SALES PRICE	OTHER BASIS	SALE		EC.	GAIN	OR LO	oss
	70,715.	72,437.	C).	0.		-1,	,722.

DESCRIPT	(A) FION OF PROPERTY				MANNER ACQUIRED		DATE QUIRED	DATI	E SOLD
GOLDMAN	SACHS #71782-4	_			PURCHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE O SALE	F	(E) DEPREC.	ı	GAIN	(F) OR I	oss
	132,960.	109,308.		0.		0.		23	3,652.
DESCRIPT	(A) FION OF PROPERTY				MANNER ACQUIRED		OATE QUIRED	DATE	E SOLD
GOLDMAN	SACHS #71783-2	_			PURCHASED				
	(B) GROSS		(D) EXPENSE O	F	(E)			(F)	
_	SALES PRICE	OTHER BASIS	SALE		DEPREC.		GAIN		
	154,281.	146,143.		0.	, 	0.			3,138.
DESCRIPT	ION OF PROPERTY				MANNER ACQUIRED		DATE QUIRED	DATI	E SOLD
GOLDMAN	SACHS #71783-2				PURCHASED				
	(B)	(C)	(D)	_	(E)			(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE O SALE	P.	DEPREC	•	GAIN	OR I	oss
	229,637.	240,344.		0.	,	0.		-10	707.
DESCRIPT	(A) FION OF PROPERTY				MANNER ACQUIRED			DATI	E SOLD
GOLDMAN	SACHS #71783-2	_			PURCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE O	F	(E)			(F)	
_	SALES PRICE	OTHER BASIS	SALE		DEPREC.		GAIN	OR I	
	15.	0.		0.	•	0.			15.

DESCRIPT	(A) PION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #71784-0	_		PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
	13,512.	16,697.	0 .	•	0.	-3,185.
DESCRIPT	(A) TION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #71784-0			PURCHASED		
	(B) GROSS	(C) COST OR	(D) EXPENSE OF	(E)		(F)
_	SALES PRICE	OTHER BASIS	SALE	DEPREC	GAIN	OR LOSS
	93,271.	103,096.	, 0.	• 	0.	-9,825.
	(A) TION OF PROPERTY					DATE SOLD
GOLDMAN	SACHS #71784-0	_		PURCHASED		
	(B) GROSS	(C) COST OR	(D) EXPENSE OF	(E)		(F)
_	SALES PRICE	OTHER BASIS	SALE	DEPREC	. GAIN	OR LOSS
	91.	0.	0.	•	0.	91.
DESCRIPT	(A) FION OF PROPERTY			MANNER ACQUIRED		DATE SOLD
GOLDMAN	SACHS #71792-3	_		PURCHASED		
	(B) GROSS	(C) COST OR	(D) EXPENSE OF	(E)		(F)
_	SALES PRICE	OTHER BASIS	SALE	DEPREC	. GAIN	OR LOSS
	23,373.	35,345.	0	•	0.	-11,972.

DESCRIP	(A) FION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #71792-3			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
	191,530.	233,579.	0	•	0.	-42,049.
DESCRIPT	(A) FION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #71792-3	_		PURCHASED	·	
	(B)	(C)	(D)	(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC.	GAIN	OR LOSS
	26,867.	14,212.	0	•	0.	12,655.
DESCRIP	_(A)_ FION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #71859-0			PURCHASED		
	(B) GROSS	(C) COST OR	(D) EXPENSE OF	(E)		(F)
	SALES PRICE	OTHER BASIS	SALE	DEPREC	GAIN	OR LOSS
	17,544.	16,823.	0	•	0.	721.
DESCRIP	(A) FION OF PROPERTY			MANNER ACQUIRED		DATE SOLD
GOLDMAN	SACHS #71859-0	_		PURCHASED		
	(B)	(C)	(D)	(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	. GAIN	OR LOSS
-	251,121.	225,958.	0	•	0.	25,163.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #71859-0	_		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
4.	0.	0	•	0.	4.
(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS #72412-7	_		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
62,491.	74,992.	0	•	0.	-12,501.
DESCRIPTION OF PROPERTY					DATE SOLD
GOLDMAN SACHS #72412-7			PURCHASED		
(B)	(C)	(D)	PURCHASED (E)		(F)
		(D) EXPENSE OF SALE		. GAIN	
(B) GROSS	COST OR	EXPENSE OF	(E) DEPREC	GAIN	OR LOSS
(B) GROSS SALES PRICE	COST OR OTHER BASIS 95,139.	EXPENSE OF SALE	DEPREC.	O. DATE	
(B) GROSS SALES PRICE 0.	COST OR OTHER BASIS 95,139.	EXPENSE OF SALE	DEPREC.	O. DATE	OR LOSS -95,139.
(B) GROSS SALES PRICE 0. (A) DESCRIPTION OF PROPERTY	COST OR OTHER BASIS 95,139.	EXPENSE OF SALE	DEPREC. MANNER ACQUIRED	DATE ACQUIRED	OR LOSS -95,139.

DESCRIPT	(A) TION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #49147-9			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
	607.	0.	().	0.	607.
DESCRIPT	(A) FION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	SACHS #49146-1	_		PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GATN	(F) OR LOSS
_	19,063.	1,136.			0.	17,927.
DESCRIPT	_ (A) TION OF PROPERTY				DATE	-
GOLDMAN	SACHS #49145-3	_			ACQUIRED	DATE SOLD
GOLDMAN	<u> </u>	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	PURCHASED (E)		
GOLDMAN	SACHS #49145-3 (B) GROSS	COST OR	EXPENSE OF	PURCHASED (E)		DATE SOLD
_	SACHS #49145-3 (B) GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF	PURCHASED (E) DEPREC MANNER	GAIN O. DATE	(F) OR LOSS
DESCRIPT	SACHS #49145-3 (B) GROSS SALES PRICE 13,700.	COST OR OTHER BASIS	EXPENSE OF	PURCHASED (E) DEPREC MANNER	GAIN O. DATE	(F) OR LOSS 13,700.
DESCRIPT	SACHS #49145-3 (B) GROSS SALES PRICE 13,700. (A) FION OF PROPERTY	COST OR OTHER BASIS	EXPENSE OF	PURCHASED (E) DEPREC MANNER ACQUIRED PURCHASED (E)	GAIN O. DATE ACQUIRED	(F) OR LOSS 13,700.

DESCRIP	(A) TION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE S	OLE
GOLDMAN	SACHS #49147-9			PURCHASED			
	(B)	(C)	(D)	(E)		(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE		GAIN	OR LOS	s
	911.	0.	0	•	0.	9	11.
DESCRIP	(A) TION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE S	OLI
GOLDMAN	SACHS #49145-3	_		PURCHASED			
	(B)	(C)	(D)	(E)		(F)	
	GROSS SALES PRICE	COST OR OTHER BASIS	SALE		. GAIN	OR LOS	S
-	20,550.	0.	0	•	0.	20,5	50.
	(A)_ TION OF PROPERTY 				DATEACQUIRED		OLI
GOLDMAN		(0)	(D)	(E)		(F)	
•	(B) GROSS SALES PRICE	(C) COST OR	EXPENSE OF	•	CATA		S
	D	OTHER BASIS	SALE	DEPREC	. GAIN	ок пор	
	56.	0.		DEPREC	0. GAIN	 	56.
DESCRIP		0.		MANNER			56.
	(A) TION OF PROPERTY	0.		MANNER	O. DATE		56.
DESCRIP	(A) TION OF PROPERTY 0-7 (B)	0. - (C)	(D)	MANNER ACQUIRED PURCHASED (E)	O. DATE		56.
	(A) TION OF PROPERTY 0-7	0.	0	MANNER ACQUIRED PURCHASED (E)	DATE ACQUIRED	DATE S	56. OLI
	(A) TION OF PROPERTY 0-7 (B) GROSS	(C) COST OR	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED (E)	DATE ACQUIRED	DATE S (F) OR LOS	oli
GS 4564	(A) TION OF PROPERTY 0-7 (B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED (E) DEPREC	DATE ACQUIRED	DATE S (F) OR LOS	OLI
GS 4564	(A) TION OF PROPERTY 0-7 (B) GROSS SALES PRICE 29.	(C) COST OR OTHER BASIS 0.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED (E) DEPREC	DATE ACQUIRED	DATE SO	56. OLI S 29.

FORM '990-PF	OTHER	INCOME		STATEMENT	3
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME		
K-1 DONALD SMITH GOLDMAN SACHS - 72412-7	_	2,485. 45.	2,485.		
TOTAL TO FORM 990-PF, PART I,	LINE 11 =	2,530.	2,530.		
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT	<u> </u>
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
ACCOUNTING FEE	10,815	0	•	10,81	
TO FORM 990-PF, PG 1, LN 16B	10,815	0	•	10,81	5 · =
FORM 990-PF O	THER PROFE	SSIONAL FEES		STATEMENT	<u> </u>
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
INVESTMENT MANAGEMENT FEES PORTFOLIO DEDUCTIONS -	170,757				0.
DONALD SMITH K-1	7,531	7,531	•		0.
TO FORM 990-PF, PG 1, LN 16C	178,288	178,288	•		0.

FORM '990-PF	XAT	ES	STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
FOREIGN TAXES GOLDMAN SACHS TN SEC OF STATE ANNUAL	6,456.	·		0.	
REPORT TAXES FOREIGN TAXES - DONALD	20. 11,244.	20. 0.		0.	
SMITH K-1	202.	202.		0.	
TO FORM 990-PF, PG 1, LN 18	17,922.	6,678.		0.	
FORM 990-PF	OTHER E	XPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
NONDEDUCTIBLE EXPENSES - DONALD SMITH K-1	141.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	141.	0.		0.	
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 8	
DESCRIPTION		во	OK VALUE	FAIR MARKET VALUE	
GOLDMAN SACHS #52431-1 GOLDMAN SACHS #71859-0 GOLDMAN SACHS #71792-3 GOLDMAN SACHS #71784-0 GOLDMAN SACHS #71783-2 GOLDMAN SACHS #71782-4 GOLDMAN SACHS #71782-7 DONALD SMITH: SMALL CAP VALUE GOLDMAN SACHS #45640-7 GOLDMAN SACHS #49142-0 GOLDMAN SACHS #49142-0 GOLDMAN SACHS #49144-6 GOLDMAN SACHS #49146-1 GOLDMAN SACHS #49145-3	E SERIES K-1	;	9,442,555. 885,919. 883,168. 456,882. 658,544. 590,289. 3,015,268. 384,706. 6,531,290. 1,000,000. 500,000. -6,476. -4,241. -4,913.	9,930,860. 1,085,050. 969,819. 449,315. 675,355. 677,634. 3,081,655. 471,850. 6,525,824. 1,054,981. 510,170. -9,063. -3,553. -4,913.	

THE ANN AND MONROE CARELL	FOUNDATION		58-1537831
GOLDMAN SACHS #49143-8	-20,427.	-9,771.	
TOTAL TO FORM 990-PF, PART I	I, LINE 10B	24,312,564.	25,405,213.
FORM 990-PF	CORPORATE BONDS		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1		600,000.	586,018.
TOTAL TO FORM 990-PF, PART I	I, LINE 10C	600,000.	586,018.
FORM 990-PF	OTHER INVESTMENTS	S	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	COST	1,752,221.	1,776,528.
TOTAL TO FORM 990-PF, PART I	I, LINE 13	1,752,221.	1,776,528.