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

OMB No 1545-0052

2016

Department of the Treasury  
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Name of foundation

Amon G. Carter Foundation

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

P. O. Box 1036

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

Fort Worth

TX 76101-1036

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

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

\$ 591,934,945.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

75-6000331

B Telephone number (see instructions)

(817) 332-2783

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation. ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

## Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

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

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments . . .

160,332.

160,332.

4 Dividends and interest from securities . . . Sch. 4 . . .

8,371,420.

8,370,467.

5a Gross rents . . .

86,157.

86,157.

b Net rental income or (loss) . . .

43,060.

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

22,079,820.

b Gross sales price for all assets on line 6a . . .

55,843,197.

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

16,727,942.

8 Net short-term capital gain . . .

9 Income modifications . . .

10a Gross sales less returns and allowances . . .

b Less Cost of goods sold . . .

c Gross profit or (loss) (attach schedule) . . .

11 Other income (attach schedule) . . .

Sch 5

9,750,812.

8,238,925.

12 Total. Add lines 1 through 11. . . . .

40,448,541.

33,583,823.

13 Compensation of officers, directors, trustees, etc. . .

1,124,249.

648,226.

476,023.

14 Other employee salaries and wages . . . . .

185,310.

65,331.

119,979.

15 Pension plans, employee benefits. . . . .

286,373.

157,479.

128,894.

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

9,275.

5,008.

4,267.

b Accounting fees (attach sch). . . . . Sch. 6 . . .

31,000.

16,740.

14,260.

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

933,202.

919,576.

13,626.

17 Interest . . . . .

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

3,398,116.

888,121.

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

437,925.

427,548.

20 Occupancy . . . . .

113,375.

61,222.

52,153.

21 Travel, conferences, and meetings . . . . .

22 Printing and publications . . . . .

23 Other expenses (attach schedule) . . . . .

Sch 5

3,248,656.

2,926,940.

92,301.

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

9,767,481.

6,116,191.

901,503.

25 Contributions, gifts, grants paid . . . . .

30,836,551.

30,836,551.

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

40,604,032.

6,116,191.

31,738,054.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements . . . . .

-155,491.

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

27,467,632.

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

SCANNED NOV 22 2017

ADMINISTRATIVE AND OPERATING EXPENSES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing . . . . .		640,958.	636,429.	636,429.
	2	Savings and temporary cash investments . . . . .		85,991,037.	90,196,964.	90,196,964.
	3	Accounts receivable . . . . . ▶ 0.				
		Less: allowance for doubtful accounts ▶ 0.		0.	0.	0.
	4	Pledges receivable . . . . . ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments — U S and state government obligations (attach schedule) . . . . . Sch 8 . . . . .		7,046,532.	5,671,741.	5,065,871.
	b	Investments — corporate stock (attach schedule) . Sch 9 . . . . .		97,488,351.	99,671,394.	269,886,989.
	c	Investments — corporate bonds (attach schedule) . Sch 11 . . . . .		30,463,281.	13,872,109.	13,756,073.
	11	Investments — land, buildings, and equipment basis . . . . . ▶ 37,302,442.				
	Less: accumulated depreciation (attach schedule) . . . Sch 12 . . . ▶ 19,072,819.		12,187,834.	18,229,623.	46,628,654.	
12	Investments — mortgage loans . . . . .		1,000,000.	1,000,000.	1,000,000.	
13	Investments — other (attach schedule) . . Sch 14 . . . . .		114,829,640.	122,580,609.	164,569,302.	
14	Land, buildings, and equipment basis ▶ 2,882,177.					
	Less: accumulated depreciation (attach schedule) . . . Sch 15 . . . ▶ 2,610,404.		276,106.	271,773.	29,189.	
15	Other assets (describe ▶ Sch 16 . . . . .)		57,014,357.	56,765,991.	165,474.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .		406,938,096.	408,896,633.	591,934,945.	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .		0.	0.	
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ Sch 16 . . . . .)		0.	2,114,028.	
	23	Total liabilities (add lines 17 through 22) . . . . .		0.	2,114,028.	
FOUNDATIONS THAT FOLLOW SFAS 117, CHECK HERE AND COMPLETE LINES 24 THROUGH 26 AND LINES 30 AND 31.	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here ▶ X					
	27	Capital stock, trust principal, or current funds . . . . .		402,377,123.	425,376,023.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		4,560,973.	-18,593,418.	
	30	Total net assets or fund balances (see instructions) . . . . .		406,938,096.	406,782,605.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .		406,938,096.	408,896,633.	

## 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	406,938,096.
2	Enter amount from Part I, line 27a . . . . .	2	-155,491.
3	Other increases not included in line 2 (itemize) . . . ▶ Schedule 16 . . . . .	3	0.
4	Add lines 1, 2, and 3 . . . . .	4	406,782,605.
5	Decreases not included in line 2 (itemize) . . . . . ▶ Schedule 16 . . . . .	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	406,782,605.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Schedule 1</b>				
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 48,292,681.		31,564,739.	16,727,942.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (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		
a			16,727,942.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) . . . . .		<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2 16,727,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .				

**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))
2015	32,511,964.	564,635,557.	0.057580
2014	27,034,348.	590,292,001.	0.045798
2013	30,362,018.	570,061,743.	0.053261
2012	24,495,763.	510,055,081.	0.048026
2011	24,023,837.	498,712,692.	0.048172
2 Total of line 1, column (d) . . . . .			2 0.252837
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.050567
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5. . . . .			4 566,661,635.
5 Multiply line 4 by line 3 . . . . .			5 28,654,379.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 274,676.
7 Add lines 5 and 6. . . . .			7 28,929,055.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			8 31,738,054.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	274,676.
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	274,676.
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	274,676.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	435,150.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	435,150.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	160,474.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax	11	160,474.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation . . . \$ <u>N/A</u> (2) On foundation managers . . . \$ <u>N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$ <u>N/A</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered In _____		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>www.agcf.org</u>				
14	The books are in care of <u>Kathy A. King</u> Telephone no <u>(817) 332-2783</u>			
Located at <u>201 Main St., Suite 1945, Fort Worth, TX</u> ZIP + 4 <u>76102-3114</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year		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, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country				X

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)?		<b>1 b</b>	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b> 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 2016?		<b>1 c</b>	X
<b>2</b> 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))			
<b>a</b> 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 before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years	20 __, 20 __, 20 __, 20 __		
<b>b</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.)		<b>2 b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	20 __, 20 __, 20 __, 20 __		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</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, Form 4720, to determine if the foundation had excess business holdings in 2016).		<b>3 b</b>	X
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>4 a</b>	X
<b>b</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 2016?		<b>4 b</b>	X

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

5 b N/A

6 b X

7 b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 17	Schedule 17	1,052,249.	257,607.	19,886.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Terry L. Woodfin 201 Main St, Suite 1945 Fort Worth TX 76102	Grant Adm Assistant 42.50	87,060.	29,639.	0.
Susan F. Weaver 201 Main St, Suite 1945 Fort Worth TX 76102	Adm & Accounting Assistant 42.50	85,980.	30,586.	0.

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fisher Investments 13100 Skyline Blvd. Woodside CA 94062	Fund Management	799,703.
BNY Mellon Asset Servicing BNY Mellon Center, 500 Grant Street Pittsburgh PA 15258	Custodian of Assets	94,328.
Total number of others receiving over \$50,000 for professional services		None

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	338,213,304.
b	Average of monthly cash balances	1b	91,452,849.
c	Fair market value of all other assets (see instructions)	1c	145,624,847.
d	Total (add lines 1a, b, and c)	1d	575,291,000.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . Schedule 20	1e	605,215.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	575,291,000.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,629,365.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	566,661,635.
6	Minimum investment return. Enter 5% of line 5	6	28,333,082.

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

1	Minimum investment return from Part X, line 6	1	28,333,082.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	274,676.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	2,222,718.
c	Add lines 2a and 2b	2c	2,497,394.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,835,688.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,835,688.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	25,835,688.

**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	31,738,054.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	31,738,054.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	274,676.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,463,378.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7 . . . . .				25,835,688.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only . . . . .			0.	
b Total for prior years 20 , 20 , 20 . . . . .		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . .	0.			
b From 2012 . . . . .	0.			
c From 2013 . . . . .	2,585,531.			
d From 2014 . . . . .	0.			
e From 2015 . . . . .	4,868,434.			
f Total of lines 3a through e . . . . .	7,453,965.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 31,738,054.				
a Applied to 2015, but not more than line 2a . . . . .			0.	
b Applied to undistributed income of prior years (Election required — see instructions) . . . . .		0.		
c Treated as distributions out of corpus (Election required — see instructions) . . . . .	0.			
d Applied to 2016 distributable amount . . . . .				25,835,688.
e Remaining amount distributed out of corpus . . . . .	5,902,366.			
5 Excess distributions carryover applied to 2016 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	13,356,331.			
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 instructions . . . . .			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				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 2011 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	13,356,331.			
10 Analysis of line 9				
a Excess from 2012 . . . . .	0.			
b Excess from 2013 . . . . .	2,585,531.			
c Excess from 2014 . . . . .	0.			
d Excess from 2015 . . . . .	4,868,434.			
e Excess from 2016 . . . . .	5,902,366.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . .					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Mr. John H. Robinson  
P. O. Box 1036  
Fort Worth TX 76101-1036 (817) 332-2783

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

Initial approach by letter, one copy of proposal

c Any submission deadlines

None

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year Schedule 18				
<b>Total</b> . . . . .			<b>3 a</b>	30,836,551.
<b>b</b> Approved for future payment Schedule 19				
<b>Total</b> . . . . .			<b>3 b</b>	15,955,000.

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
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Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments . . . .			14	160,332.	
4 Dividends and interest from securities . . . . .	900099	953.	14	8,370,467.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .			16	43,060.	
6 Net rental income or (loss) from personal property . . . .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory . . .	900099	6,575,994.	18	15,503,826.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . .					
11 Other revenue:					
a Oil and gas royalties			15	6,943,443.	
b Lease bonuses and delay rentals			15	929,195.	
c Miscellaneous income			18	11,593.	
d Other partnership income	900099	1,511,887.	18	354,694.	
e					
12 Subtotal. Add columns (b), (d), and (e) . . . . .		8,088,834.		32,316,610.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

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TEXASCALIFORNIAOKLAHOMAGEORGIAMISSISSIPPI

AMON G. CARTER FOUNDATION  
Form 990-PF  
Year Ended December 31, 2016

75-6000331

SCHEDULE 4

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

Line 4, Column (a)--Dividends and LT inv interest per books	8,371,420
Less interest from partnerships to be reported on 990-T	<u>(953)</u>
Line 4, Column (b)--Dividends and interest--Net investment income	<u><u>8,370,467</u></u>



SCHEDULE 1

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

Line 1--See Schedule 2 and Schedule 3

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

	Sales Price	Basis	Gain/(Loss)
Short-term capital gain (Schedule 2)	227,127	671,163	(444,036)
Long-term capital gain (Schedule 3)	48,065,554	30,893,576	17,171,978
	<u>48,292,681 *</u>	<u>31,564,739</u>	<u>16,727,942 **</u>

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

Page 1, Part I, Line 6b--Gross sales price for all assets on line 6a	55,843,197
Less UBI gain reported on 990-T	(7,550,516)
Page 3, Part IV, Line 1(e)--Gross sales price	<u>48,292,681</u>

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

Page 1, Part I, Line 6a--Net gain/(loss) from sale of assets	22,079,820
Less UBI capital gain on 990-T	(7,550,516)
Plus UBI capital loss on 990-T	974,522
Plus partnership taxable gain not booked adjustment	1,224,116
Page 3, Part IV, Line 2--Net capital gain/(loss)	<u>16,727,942</u>

AMON G. CARTER FOUNDATION  
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75-6000331

SCHEDULE 2

Schedule of Short-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)
Publicly traded securities							
Partnership	Apogee Fund, LP--per K-1	P		Var 16	127,608	99,812	27,796
Partnership	Emerson Farm Investments, LP--per K-1					412,725	(412,725)
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1					29,222	(29,222)
Partnership	Montgomery Farm Garden District--per K-1					1,226	(1,226)
Partnership	PTV Sciences II, LP--per K-1				70,048	125,517	(125,517)
Partnership	Satori Alpha, LP--per K-1					799	(799)
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				29,471		29,471
Partnership	VSS Communications Partners IV, LP--per K-1					1,862	(1,862)
Total to Schedule 1					227,127	671,163	(444,036)

## AMON G. CARTER FOUNDATION

Form 990-PF

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## SCHEDULE 3

## Schedule of Long-term Capital Gains

Kind of Property	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Basis	Gain (Loss)	FMV 12/31/69	Basis 12/31/69	Excess	Gain (Loss)
Publicly traded securities											
Fund	1,299 Overseas CAP Partners, Inc	P	10/01/10	5/20/16	1,399,281	1,350,000	49,281				49,281
Fund	3,101 Overseas CAP Partners, Inc	P	6/01/11	5/20/16	3,100,731	3,150,000	(49,269)				(49,269)
Fund	72 Overseas CAP Partners, Inc	P	10/01/10	6/30/16	77,329	75,000	2,329				2,329
Fund	172 Overseas CAP Partners, Inc	P	6/01/11	6/30/16	171,539	175,000	(3,461)				(3,461)
Partnership	Apogee Fund, LP--per K-1					622,452	(622,452)				(622,452)
Partnership	Eiger Holdco, LLC--per K-1				115,035		115,035				115,035
Partnership	Emerson Farm Investments, Ltd--per K-1				2,587,980		2,587,980				2,587,980
Partnership	Emerson Promontory Point, Ltd--per K-1				103,582		103,582				103,582
Partnership	Fisher Investments IG Emerging Mkts Eq Fund--per K-1				142,326		142,326				142,326
Partnership	Gardens of Connemara, Ltd--per K-1					117,685	(117,685)				(117,685)
Partnership	LKCM Headwater Investments I, LP--per K-1				913,143		913,143				913,143
Partnership	Montgomery Farm Garden District, Ltd--per K-1				240,292		240,292				240,292
Partnership	NOR Partners, LP--per K-1					880,794	(880,794)				(880,794)
Partnership	Parallel 2005 Equity Fund, LP--per K-1					546,760	(546,760)				(546,760)
Partnership	PNL Institutional Partners, LP--per K-1				302,394		302,394				302,394
Partnership	PTV Sciences II, LP--per K-1				576,311		576,311				576,311
Partnership	Sofinnova Venture Partners VIII, LP--per K-1				429,137		429,137				429,137
Partnership	TSG4 LP--per K-1				158,341		158,341				158,341
Partnership	TSG5 LP--per K-1				848,541		848,541				848,541
Partnership	TSG5 AIV I LP--per K-1					928,102	(928,102)				(928,102)
Partnership	TSG5 AIV II LP--per K-1				8,975,796		8,975,796				8,975,796
Partnership	VSS Communications Partners IV, LP--per K-1				14,009		14,009				14,009
Total to Schedule 1						30,893,576	17,171,978	0	0	0	17,171,978

## AMON G. CARTER FOUNDATION

75-6000331

Form 990-PF

Year Ended December 31, 2016

## SCHEDULE 5

Other Income	990-PF Part I, Col (a)	Plus Tax/Book Differences	Less Non Taxable Income	Less Amount To 990-T	990-PF Part I, Col (b)
Lease bonuses and delay rentals	929,195				929,195
Miscellaneous income	11,593				11,593
Oil and gas royalties	6,943,443				6,943,443
Other partnership income	1,866,581	0	0	1,511,887	354,694
Total, Page 1, Line 11	9,750,812	0	0	1,511,887	8,238,925

Taxes	990-PF Part I Col (a)	Non Deductible Taxes	Less Amount To 990-T	990-PF Part I Col (b)
Ad valorem tax--				
Oil and gas properties	345,002			345,002
Real estate properties	92,737			92,737
Federal excise tax	274,676	274,676		0
Federal income tax	2,222,718	2,222,718		0
Oil and gas production tax	454,313			454,313
State taxes	12,601		12,601	0
Withheld foreign tax and other	(3,931)			(3,931)
Total, Page 1, Line 18	3,398,116	2,497,394	12,601	888,121

Other Expenses	990-PF Part I, Col (a)	Tax/Book Differences	Non Deductible Expense	990-PF Part I, Col (b)	990-PF Part I, Col (d)
Asset maintenance	66,668			32,769	33,899
Grant administrative expense	36,250				36,250
Meals and entertainment	12,414		6,207	3,797	2,410
Non deductible expense	10,442		10,442		
Office expense	86,889			67,147	19,742
Overriding royalties	15,828			15,828	
Partnership expense	3,020,165	33,157	245,923	2,807,399	
Total, Page 1, Line 23	3,248,656	33,157	262,572	2,926,940	92,301

SCHEDULE 6

	990-PF Part I, Col (a)	990-PF Part I, Col (b)	990-PF Part I, Col (d)
<u>Legal Fees</u>			
Legal counsel relating to contracts, general correspondence and litigation	<u>9,275</u>	<u>5,008</u>	<u>4,267</u>
Total, Page 1, Line 16a	<u><u>9,275</u></u>	<u><u>5,008</u></u>	<u><u>4,267</u></u>
<u>Accounting Fees</u>			
Audit	31,000	16,740	14,260
Tax return	<u>0</u>	<u>0</u>	<u>0</u>
Total, Page 1, Line 16b	<u><u>31,000</u></u>	<u><u>16,740</u></u>	<u><u>14,260</u></u>
<u>Other Professional</u>			
Computer consulting	14,625	7,897	6,728
Investment custodian fee	94,328	94,328	0
Investment management fee	799,703	799,703	0
Retirement plan consulting and management	14,996	8,098	6,898
Real estate consulting and appraisal	<u>9,550</u>	<u>9,550</u>	<u>0</u>
Total, Page 1, Line 16c	<u><u>933,202</u></u>	<u><u>919,576</u></u>	<u><u>13,626</u></u>
<u>Depreciation and Depletion</u>			
General office furniture (Schedule 7)	7,837	4,232	0
Land, bldg, eqp held for charitable purposes (Sch 7A)	6,772	0	0
Depletion (Schedule 7B)	<u>423,316</u>	<u>423,316</u>	<u>0</u>
Total, Page 1, Line 19	<u><u>437,925</u></u>	<u><u>427,548</u></u>	<u><u>0</u></u>

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2016

75-6000331

SCHEDULE 7

Schedule of Depreciation

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @1/1/16	2016 Depreciation	Accumulated Depreciation @ 12/31/16
<u>General Office Furniture &amp; Equipment</u>								
1979-2010	Fully depreciated	SL	424,170	50	424,120	424,120	0	424,120
2009	Office furnishings	14.29% SL	16,223	0	16,223	15,067	1,156	16,223
2014	Computer firewall	20.00% SL	1,046	0	1,046	314	209	523
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	1,286	857	2,143
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	1,761	1,174	2,935
2014	Stone floor tile	14.29% SL	20,142	0	20,142	4,317	2,878	7,195
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	803	535	1,338
2016	Sharp MX-2640 copier	20.00% SL	10,276	0	10,276	0	1,028	1,028
			<u>484,686</u>	<u>50</u>	<u>484,636</u>	<u>447,668</u>	<u>7,837</u>	<u>455,505</u>

Accumulated Depreciation per Schedule 7

Rounding difference

455,505

(6)

Accumulated Depreciation to Part II, Balance Sheet End of Year

455,499

AMON G. CARTER FOUNDATION  
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SCHEDULE 7A

Schedule of Depreciation:

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

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/16	2016 Depreciation	Accumulated Depreciation @ 12/31/16
1968	Land	-	131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	5,324	819	6,143
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,032,051	819	2,032,870
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	116,084	5,953	122,037
			198,431	0	198,431	116,084	5,953	122,037
	Grand Total		2,397,490	131,367	2,266,123	2,148,135	6,772	2,154,907

Accumulated Depreciation per Schedule 7A

Rounding difference

2,154,907

(2)

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

2,154,905

**AMON G. CARTER FOUNDATION**

75-6000331

Form 990-PF

Year Ended December 31, 2016

**SCHEDULE 7B**

## Schedule of Cost Depletion

<b>Oil and Gas Interest</b>	<b>Production</b>	<b>Reserves</b>	<b>Basis</b>	<b>Depletion</b>
Texas Co, Oklahoma				
Oil	9	1,135	16,422	126
Sweetwater Co, WY				
Gas	254	19,972	34,785	442
Lincoln Co, WY				
Oil	14	18,158	2,408	2
Duchesne Co, UT				
Oil	1,955	7,381	62,040	16,437
Gas	237	1,118	1,581	335
Lea Co, NM				
Gas	113	19,527	24,158	140
Fort Bend Co, TX				
Gas	5,604	79,250	140,992	9,970
Chavez et al Cos, NM				
Oil	273	6,528	59,351	2,483
Tuscaloosa Co, AL				
Gas	39,092	229,112	390,880	66,693
Bossier Parish, LA				
Gas	14,578	88,554	230,173	37,892
West Virginia, et al				
Oil	2,224	10,714	370,369	76,889
Gas	26,364	418,983	2,069,836	130,243
Ward Co, TX				
Oil	1,924	154,113	3,468,381	43,303
Gas	100	27,684	35,229	127
Gaines Co, TX (MSW-Stanolind)				
Oil (cost depletion calculated by co-owner)				38,234
				<u>423,316</u>



SCHEDULE 8

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

Description and Par Value		Interest Rate	Maturity	Cost or Other Basis	Market Value
Collateralized Mtg. Obligations					
FHLMC 2182 SE	152,242	Var %	05/28	1,966	2,066
FHLMC 2591 IY	142,509	5.000%	03/18	1,023	3,115
FHLMC 4028 VI IO	782,343	4.000%	03/25	106,000	98,661
FNMA ARMS 770993	259,448	Var %	04/34	262,853	272,164
FNMA 94-50 F	231,270	Var %	03/24	235,514	229,967
FNMA 07-83 AB	236,193	Var %	08/37	240,917	266,532
FNMA 07-88 CI IO	1,481,748	Var %	09/37	172,021	198,317
FNMA 10-9 AS IO	1,793,757	Var %	01/40	207,579	258,785
FNMA 11-149 MS IO	3,074,404	Var %	11/41	437,102	471,860
FNMA 12-39 SE IO	3,664,825	Var %	04/42	608,289	470,967
FNMA 12-83 LI IO	1,248,812	4.500%	04/41	180,932	201,383
FNMA 12-104 PI IO	2,758,709	4.500%	03/42	368,770	333,004
GNMA 14-118 AI IO	4,003,084	3.500%	05/40	656,090	440,860
GSR MLT 03-7F	1,598,774	Var %	10/32	1,565,300	1,411,542
GSR MLT 04-12 2A3	774,553	Var %	12/34	627,385	406,648
Total Page 2, Part II, line 10a (b) & (c)				<u>5,671,741</u>	<u>5,065,871</u>

AMON G. CARTER FOUNDATION  
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SCHEDULE 9

<u>Investments--Corporate Stocks Summary</u>	<u>Cost or Other Basis</u>	<u>Market Value</u>
Common and Preferred Stocks.		
Traded (Schedule 10)	45,609,428	180,822,852
Fisher Investments (Schedule 10A)	54,061,965	83,617,202
Non-traded--Mereken Land & Production Co.	1	5,446,935
Total Page 2, Part II, Line 10b (b)	<u>99,671,394</u>	
Total Page 2, Part II, Line 10b (c)		<u>269,886,989</u>

## SCHEDULE 10

## Schedule of Common Stocks--Traded

Shares	Description	Cost or Other Basis	Market Value
51,060	AT&T	201,874	2,171,582
2,000	Advansix	9,328	44,280
90,000	Bank of America	654,251	1,989,000
50,000	BHP Billiton	794,985	1,789,000
100,000	Bristol-Myers Squibb	1,796,890	5,844,000
748	California Resources	362	15,925
30,000	Celgene	578,210	3,472,500
6,137	Charter Communications	204,521	1,766,965
35,000	Chevron	1,869,643	4,119,500
85,000	Comcast	2,069,691	5,869,250
40,000	El Du Pont De Nemours	1,505,324	2,936,000
52,806	Exxon Mobil	157,461	4,766,270
50,000	Freeport-McMoRan	1,722,124	659,500
150,000	General Electric	208,825	4,740,000
50,000	Halliburton	1,708,165	2,704,500
50,000	Hartford Financial Services	1,100,194	2,382,500
30,000	Home Depot	1,152,000	4,022,400
50,000	Honeywell International	1,718,672	5,792,500
50,000	I.B.M. Corporation	1,336,528	8,299,500
40,019	Intersect ENT	251,464	484,230
66,000	JPMorgan Chase	1,899,913	5,695,140
60,000	Johnson & Johnson	198,897	6,912,600
120,000	L Brands	1,228,638	7,900,800
80,000	Microsoft	2,362,676	4,971,200
80,000	Occidental Petroleum	886,504	5,698,400
90,000	Pepsico	423,708	9,416,700
105,000	Pfizer	622,813	3,410,400
100,000	Philip Morris Int'l	831,520	9,149,000
60,000	Potash Corp of Saskatchewan	1,825,512	1,085,400
90,000	Procter & Gamble	320,034	7,567,200
70,000	Royal Bank Canada	1,660,400	4,739,700
20,000	Stryker	924,000	2,396,200
60,000	Target	1,682,400	4,333,800
25,000	TE Connectivity Ltd	598,645	1,732,000
70,000	Texas Instruments	2,088,657	5,107,900
160,713	Unilever N.V.	246,958	6,598,876
120,000	United Technologies	664,795	13,154,400
25,000	UnitedHealth Group	1,298,375	4,001,000
27,890	Veolia Environnement	570,457	475,831
28,765	Verizon Communications	1,352,530	1,535,476
59,659	Vodafone Group PLC	512,326	1,457,469
11,935	Western Digital	422,738	810,983
17,500	Whirlpool	1,321,229	3,180,975
75,000	Worthington Industries	1,264,193	3,558,000
20,000	Zimmer Biomet Holdings	1,360,998	2,064,000
Total to Schedule 9		45,609,428	180,822,852

## AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

## SCHEDULE 10A

## Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
13,398	AAR Corp	347,699.21	442,803.90
14,100	Acadia Realty Trust	355,828.73	460,788.00
11,030	Anixter International Inc	361,656.80	893,981.50
27,200	Artisan Partners Asset Management	931,371.61	809,200.00
22,300	Aspen Technology Inc	819,611.99	1,219,364.00
15,500	Atlas Air Worldwide Holdings	614,594.90	808,325.00
10,200	Avista Corp	190,660.98	407,898.00
37,800	BancorpSouth Inc	764,055.04	1,173,690.00
21,000	Beacon Roofing Supply Inc	808,493.93	967,470.00
3,870	Bio-Rad Laboratories Cl A	213,508.75	705,423.60
6,200	Boston Beer Co Inc	790,094.93	1,053,070.00
30,471	CalAtlantic Group Inc	651,866.11	1,036,318.71
33,500	Capitol Federal Financial Inc	398,658.66	551,410.00
9,600	Chemed Corp	954,105.26	1,539,936.00
28,200	CoreLogic Inc	1,064,339.38	1,038,606.00
9,730	Corporate Office Pptys Tr	435,638.91	303,770.60
33,600	Darling Ingredients Inc	572,352.37	433,776.00
19,660	Domino's Pizza Inc	642,602.80	3,130,658.40
3,400	Dril-Quip Inc	233,804.78	204,170.00
10,200	DST Systems Inc	1,120,897.28	1,092,930.00
16,900	DuPont Fabros Technology Inc	438,389.61	742,417.00
34,500	East West Bancorp Inc	503,884.77	1,753,635.00
11,433	Education Realty Trust Inc	352,432.13	483,615.90
56,145	Finisar Corp	837,066.39	1,699,509.15
25,500	First American Financial Corp	1,012,129.96	934,065.00
27,905	Glacier Bancorp Inc	546,243.42	1,010,998.15
27,000	Heartland Express Inc	537,660.42	549,720.00
15,800	Heico Corp	847,956.52	1,218,970.00
12,400	Helen of Troy Ltd	1,150,318.83	1,047,180.00
4,750	Helmerich & Payne	64,121.94	367,650.00
19,600	Hill-Rom Holdings Inc	569,266.81	1,100,344.00
20,100	Hub Group Inc	822,782.59	879,375.00
7,350	Idacorp Inc	226,239.86	592,042.50
11,095	Ingredion Inc	341,654.62	1,386,431.20
20,600	Integer Holdings Corp	906,979.49	606,670.00
63,475	Janus Capital Group Inc	521,472.82	842,313.25
6,300	Kansas City Southern	114,427.33	534,555.00
26,100	Kate Spade & Co	296,931.32	487,287.00
57,400	KB Home	917,663.47	907,494.00
6,500	Lancaster Colony Corp	700,025.91	919,035.00
5,100	Landstar System Inc	359,372.60	435,030.00
31,000	Lazard Ltd -A-	1,202,285.30	1,273,790.00
12,800	Life Storage Inc	602,590.97	1,091,328.00
12,200	Lincoln Electric Holdings Inc	355,749.53	935,374.00
5,600	Littelfuse Inc	679,142.77	849,912.00
10,400	Magellan Health Inc	604,061.51	782,600.00
13,600	Meredith Corp	486,212.60	804,440.00
23,800	Meritage Homes Corp	1,036,402.81	828,240.00
9,500	Mid-America Apartment Communities Inc	505,374.72	930,240.00

## AMON G. CARTER FOUNDATION

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Year Ended December 31, 2016

## SCHEDULE 10A

## Schedule of Fisher Investments

Shares	Description	Cost or Other Basis	Market Value
6,665	MSC Indl Direct Inc Cl A	161,660.36	615,779.35
17,370	Mueller Industries	300,455.92	694,105.20
12,595	National Retail Properties Inc	298,769.76	556,699.00
35,800	NetScout Systems Inc	1,045,764.75	1,127,700.00
3,220	Northwest Natural Gas Co	154,548.25	192,556.00
24,500	NuVasive Inc	902,024.86	1,650,320.00
8,600	Oceaneering International Inc	106,696.51	242,606.00
28,501	PacWest Bancorp	988,268.13	1,551,594.44
24,615	Parexel International Corp	577,842.64	1,617,697.80
7,820	Perrigo Co PLC	961,326.18	650,858.60
13,280	Plexus Corp	289,155.09	717,651.20
19,780	Prosperity Bancshares Inc	1,023,255.57	1,419,808.40
19,489	Qorvo Inc	297,364.67	1,027,654.97
21,700	Raymond James Financial Inc	285,476.67	1,503,159.00
6,430	Regal Beloit Corp	265,514.66	445,277.50
37,300	RLJ Lodging Trust	1,006,872.69	913,477.00
5,300	Schein, Henry Inc	104,410.87	804,063.00
15,300	Scotts Miracle-Gro Co	583,266.40	1,461,915.00
78,500	Select Medical Holdings Corp	1,055,597.16	1,040,125.00
11,100	Sotheby's	402,578.26	442,446.00
20,245	Steris PLC	708,503.50	1,364,310.55
11,800	Stifel Financial Corp	344,437.08	589,410.00
42,400	Stratasys Ltd	1,024,070.30	701,296.00
17,700	SVB Financial Group	648,983.42	3,038,382.00
30,500	Swift Transportation Co	771,751.28	742,980.00
5,200	Teledyne Technologies Inc	79,124.53	639,600.00
21,420	Toro Company	194,928.64	1,198,449.00
8,900	Treehouse Foods Inc	477,356.32	642,491.00
11,000	UMB Financial Corp	670,751.64	848,320.00
70,000	Umpqua Holdings Corp	1,214,597.64	1,314,600.00
26,080	Veeco Instruments Inc	822,048.25	760,232.00
28,014	Verint Systems Inc	1,487,974.75	987,493.50
62,800	Vishay Intertechnology Inc	848,169.81	1,017,360.00
25,000	Waddell & Reed Financial Inc	676,381.96	487,750.00
37,565	Webster Financial Corp	937,890.38	2,039,028.20
18,700	West Pharmaceutical Services	536,713.97	1,586,321.00
21,500	Wintrust Financial Corp	903,254.69	1,560,255.00
34,122	Wright Medical Group NV	722,038.25	784,123.56
	Total Stocks	53,690,509.25	83,245,746.13
	JP Morgan US Tr Inc	371,455.52	371,455.52
	BMCR--Late Money Dep Acct	0.00	0.00
	Total Cash and Equivalents	371,455.52	371,455.52
	GRAND TOTAL (Schedule 9)	54,061,964.77	83,617,201.65

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

SCHEDULE 11

Schedule of Corporate Bonds and Debentures

Par Value	Description	Interest Rate	Maturity	Cost or Other Basis	Market Value
2,000,000	Bank of America	5.490%	03/19	2,022,128	2,121,700
229,498	CHMAC 04-2 A2	6.000%	10/34	240,041	228,500
311,093	First Horizon Mtg 1-A-4	5.750%	05/37	310,854	250,784
794,731	GMACM 06-J1 A-2	5.750%	04/36	784,042	743,637
2,000,000	Goldman Sachs Group	5.625%	01/17	2,000,000	2,002,440
313,503	HSI ALO 06-2 1A2	6.000%	12/36	289,193	192,033
226,838	INDYMAC 06-AR13 A1	Var %	07/36	228,964	191,662
378,834	JP Morgan Chase 06-CB17 AM	5.464%	12/43	370,547	378,720
868,603	JP Morgan Mtg Tr 05-A5 1A2	Var %	08/35	731,798	861,281
153,616	JP Morgan Mtg Tr 06-A3 5A1	Var %	04/36	147,381	137,636
5,000,000	Lloyds TSB Bank	4.500%	07/22	5,000,000	4,933,500
72,930	Master ABST 05-AB1 A3B	Var %	11/35	67,095	72,826
394,680	Master Alt 03-5 3A1	6.000%	08/33	401,834	415,377
676,256	Renaissance Hm Eq 05-4 A3	Var %	02/36	662,731	677,535
436,626	SARM 06-2 5A1	Var %	03/36	427,530	354,872
192,793	SURF 04-AA1 1A1	5.000%	10/34	187,971	193,570
Total Page 2, Part II, Line 10c (b) & (c)				<u>13,872,109</u>	<u>13,756,073</u>

## AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

## SCHEDULE 12

## Schedule of Real Estate

Description	Cost or Other Basis	Allowance for Depr./Depl.	Book Value	Market Value
<u>Tarrant County, Texas</u>				
City of Fort Worth:				
Everman Land	9,214,091	0	9,214,091	19,685,748
Jones Street Property	<u>962,444</u>	<u>0</u>	<u>962,444</u>	<u>1,466,800</u>
	10,176,535	0	10,176,535	21,152,548
Mineral Interests (Schedule 13)	<u>27,125,907</u>	<u>19,072,819</u>	<u>8,053,088</u>	<u>25,476,106</u>
	<u><u>37,302,442</u></u>	<u><u>19,072,819</u></u>		
Total Page 2, Part II, Line 11 (b)			<u><u>18,229,623</u></u>	
Total Page 2, Part II, Line 11 (c)				<u><u>46,628,654</u></u>

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL AND GAS ROYALTIES--PRODUCING</u>				
<u>TEXAS</u>				
<u>Andrews County</u>				
Grace, Terry, Sykes, Hitzelberger, Wilcher, Smith	12	0	12	52,407
<u>Clay County</u>				
Ambassador Field, Lone Star "C"-Thompson	1,015	1,014	1	486
Chappel #1	815	814	1	1
<u>Crane and Ward Counties</u>				
Gulf Estes Ranch	2,400	2,399	1	1,092
<u>DeWitt and Gonzales Counties</u>				
DuBoise Gas Units	14,453	14,298	155	210,972
<u>Ector County</u>				
Cowden	98,000	97,999	1	335,310
Parker	7,000	6,997	3	222,378
Sands-Goldsmith	92,245	92,244	1	182,598
TXL	236,281	236,280	1	73,176
<u>Fisher County</u>				
Stephens	2,000	1,999	1	1
Teagarden	1,000	999	1	1
<u>Fort Bend County</u>				
Fort Bend County	420,598	289,576	131,022	48,672
<u>Gaines County</u>				
A L. Wasson	451,000	450,998	2	6,487,413
J.R. Sharp	11,000	10,999	1	1
Samedan-McGuire Klattenhoff	10,011	10,010	1	56,235
Mobil: A.R. Gillis	603	602	1	17,910
Amerada: Matthews	1,112	1,111	1	1
AFG Unit	0	0	0	3,909
MSW-Stanolind	1,010,932	38,234	972,698	957,442
<u>Hansford County</u>				
Kaiser. White "B" Gas Unit	400	399	1	1
<u>Johnson County</u>				
Johnson County Farm	0	0	0	1,941
<u>Loving County</u>				
With Owenwood Pool	0	0	0	1
<u>Martin County</u>				
Gulf. Glass	6,104	6,103	1	72,933
Jake Harmon--Yates, Carter	1	0	1	899,544
<u>Moore County</u>				
Bridges and Kelley	1,000	999	1	24,405
<u>Moore and Sherman Counties</u>				
Huber Gas Unit	1,000	999	1	2,115
<u>Ochiltree County</u>				
Texaco. Herndon	111	110	1	47,001
Helendale Properties: Tregallis	96	95	1	1



SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL AND GAS ROYALTIES--PRODUCING (Continued)</u>				
<u>TEXAS</u>				
<u>Pecos County</u>				
Winfield Units	800	799	1	210
Nutt	2	0	2	69,006
<u>Keeves County</u>				
Kimbrough	0	0	0	1,648,263
<u>Roberts County</u>				
Quinduno	345,000	344,999	1	249,471
<u>Stonewall County</u>				
Brown "A"	328	327	1	5,703
Tamarack--A.G.C. Foundation	164	163	1	1
<u>Tarrant County</u>				
Eagle Mountain Ranch	0	0	0	458,715
Benbrook	0	0	0	7,215
Eastside	0	0	0	201,483
Everman	0	0	0	926,829
Lake Country	0	0	0	893,409
North Farm	0	0	0	16,893
Shady Oaks	0	0	0	19,836
<u>Upshur County</u>				
Texas Oil and Gas--Cedar Springs	1,026	1,025	1	6,954
<u>Upton County</u>				
Anna Wells and Clara Hill--Brennand	963	961	2	109,629
<u>Van Zandt County</u>				
Parker, Estes, & Campbell Gas Units	9,542	9,541	1	1
Turner Gas Unit	7,214	7,213	1	1
<u>Ward County</u>				
F.H. Scott	1,145	1,144	1	8,481
Adobe Gurney, Barstow, & Williams	99	98	1	186,753
North Ward Estes	3,503,610	43,430	3,460,180	3,460,180
<u>Winkler County</u>				
M.E. Crum	121,733	121,732	1	10,623
Jenkins	146,569	146,568	1	1
Waddell	11,591	11,590	1	111,210
Amburgey	4,368	4,367	1	3,354
Carter State	441	440	1	1
<u>ALABAMA</u>				
Tuscaloosa County	1,881,981	1,557,794	324,187	213,174
<u>CALIFORNIA</u>				
<u>Ventura County</u>				
Edison & RBU-C Secondary	5,381,594	5,381,594	0	3,152,730
<u>LOUISIANA</u>				
Bossier Parish	2,005,286	1,813,006	192,280	69,738
<u>Jackson Parish</u>				
Vernon Field	225,923	225,923	0	32,460

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL AND GAS ROYALTIES--PRODUCING (Continued)</u>				
<u>NEW MEXICO</u>				
<u>Chavez, Lea &amp; Roosevelt Counties</u>				
Chavez et al	106,907	38,012	68,895	26,793
<u>Lea County</u>				
Allison Federal Com	41,724	17,705	24,019	615
<u>OKLAHOMA</u>				
<u>Texas County</u>				
N E. Rice Unit	27,026	10,730	16,296	1,086
<u>UTAH</u>				
Duchesne & Uintah Counties	162,142	115,293	46,849	278,301
<u>WEST VIRGINIA</u>				
NRP Acquisition	2,440,205	207,132	2,233,073	2,233,073
<u>WYOMING</u>				
<u>Lincoln County</u>				
N Anderson Canyon, South Hogsback	88,622	86,216	2,406	23,724
<u>Sweetwater County</u>				
Brehm, Huber	81,048	46,705	34,343	3,051
	<u>18,966,242</u>	<u>11,459,785</u>	<u>7,506,457</u>	<u>24,126,914</u>
<u>OVERRIDING ROYALTIES--PRODUCING</u>				
<u>TEXAS</u>				
<u>Atascosa County</u>				
Urbanczyk & Richter	107,870	107,869	1	7,809
<u>Ector County</u>				
Johnson Unit	1	0	1	16,479
<u>Moore County</u>				
James C. Wilson	5,000	4,999	1	1
<u>Winkler County</u>				
J.B. Walton & Holt	7,243,850	7,243,849	1	150,615
<u>NEW MEXICO</u>				
<u>Lea County</u>				
Hill	221,344	221,343	1	107,874
	<u>7,578,065</u>	<u>7,578,060</u>	<u>5</u>	<u>282,778</u>
<u>OIL PAYMENTS--PRODUCING</u>				
Owenwood Pool, et al	499,898	0	499,898	1,066,428

SCHEDULE 13

Schedule of Mineral Interests

	Cost	Accumulated Depletion	Book Value	Market Value
<u>OIL PAYMENTS--NON PRODUCING</u>				
TEXAS				
Reagan County				
University	27,336	24,954	2,382	2,382
<u>OIL AND GAS LEASES--NON PRODUCING</u>				
TEXAS				
Ector County				
Johnson "B"	1	0	1	1

OIL AND GAS ROYALTIES--NON PRODUCING

TEXAS				
Clay County	2,760	0	2,760	2,760
Ector County	3,406	0	3,406	3,406
Gaines County	9,764	2,610	7,154	7,154
Hamilton & Coryell	10,485	0	10,485	10,485
Montague County	268	0	268	268
Reeves County	1,280	0	1,280	1,280
Stonewall & King Counties	1,478	0	1,478	1,478
Tarrant County	1	0	1	1
Winkler County	16,746	7,124	9,622	9,622
FLORIDA				
Dixie & Gilchrist Counties	7,890	0	7,890	7,890
NEW MEXICO				
Roosevelt County	287	286	1	1
	54,365	10,020	44,345	44,345
Less: Estimated excess of book value of non-producing properties over market				(46,742)
TOTAL MINERAL INTEREST (to Sch 12)	27,125,907	19,072,819	8,053,088	25,476,106

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

SCHEDULE 14

Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
Partnerships:			
Apogee Fund, LP	36-4073030	12,492,723	13,344,094
Bravo Equity Partners II, LP	20-4047563	1,912,876	2,034,745
Eiger Real Estate Holdings LLC	27-2757020	33,414	33,414
Emerson Farm Investments, Ltd	38-3641874	752,478	73,350
Fisher Invs IG Emerging Markets Equity Fund	74-6565052	18,188,683	17,892,979
FW River Plaza, LP	26-1525419	641,688	3,050,863
Gardens of Connemara, Ltd	20-1629143	91,442	87,263
Kayne Anderson Real Estate Debt, LP	61-1781795	7,368,001	7,368,001
Kayne Anderson Real Estate Debt II, LP	81-4179734	1,160,153	1,160,153
LKCM Headwater Investments I, LP	27-3519379	2,303,867	5,638,960
LKCM Headwater Investments II, LP	47-2013847	682,734	1,558,492
LKCM Radio Group, LP	41-2051542	363,449	2,000,000
Montgomery Farm Garden District, Ltd	20-0382437	144,376	93,170
Multi-Alternative Opportunities Fund (B), LP	81-3618021	564,886	521,887
NOR Partners, LP	26-2750423	1,458,481	650,000
Parallel 2005 Equity Fund, LP	33-1127528	1,683,046	1,170,172
PTV Sciences II, LP	20-4736917	6,454,818	2,378,010
PTV IV, LP	90-1031816	2,879,504	3,299,950
Satori Alpha, LP	45-0644437	8,385,532	13,792,179
Sofinnova Venture Partners VIII, LP	45-2662873	3,290,060	3,491,189
Spindletop Healthcare Capital, LP	90-0658226	3,897,508	6,750,502
Spindletop Healthcare Growth Capital II, LP	81-3314549	214,343	0
SWBC Craft LP	30-0815230	1,180,369	3,213,665
T/E Centreport Tech, Ltd	75-2735072	227,464	1,128,008
TEPCO MLP, Ltd	75-2803438	949,170	0
Trademark Co-Invest Fund I, LP	38-3916020	2,419,614	2,419,614
TSG4 LP	30-0045316	80,421	163,147
TSG4 LP organization costs	30-0045316	103	0
TSG5 LP	20-5783028	2,122,191	2,382,387
TSG5 AIV I LP	90-0873576	32,525	33,410
TSG5 AIV II LP	90-0888235	551,395	566,400
TSG5 AIV III LP	47-4327741	2,280	2,342
TSG6 LP	45-5510352	4,630,008	12,605,631
TSG6 AIV I LP	90-0866408	876,323	2,385,872
TSG6 AIV II LP	32-0391448	(665,324)	(1,811,407)
TSG6 AIV III LP	80-0961280	1,145,451	3,118,598
TSG6 AIV IV LP	47-4317160	2,191,463	5,966,464

## AMON G. CARTER FOUNDATION

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Year Ended December 31, 2016

## SCHEDULE 14

## Schedule of Other Investments

Description	Identifying Number	Book Value at Cost	Market Value
TSG7 A LP	47-5327465	3,880,064	4,053,810
TSG7 B LP	47-5327507	(36,613)	6,937
VSS Communications Partners IV, LP	20-1631204	11,877	145,557
VSS IV SPV Parallel, LP	81-1746928	893,982	1,213,495
		<u>95,456,825</u>	<u>123,983,303</u>
Other:			
Adtech Global Corporation		1,000,000	1,300,000
LKCM Private Discipline International		5,000,000	11,839,128
Overseas CAP Partners, Inc		250,000	243,993
Paulson Credit Opportunities, Ltd Fund		10,000,000	15,717,818
SkyBridge Fund		7,500,000	8,111,276
TSG6 RSC Blocker		3,004,531	3,004,531
TSG7 B RSC Blocker		369,253	369,253
Total Page 2, Part II, Line 13 (b) & (c)		<u><u>122,580,609</u></u>	<u><u>164,569,302</u></u>

## AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

## SCHEDULE 15

## Schedule of Land, Buildings, and Equipment

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Total</u>
Held for charitable purposes--Amon Carter Museum See Schedule 15A	2,397,489	(2,154,905)	242,584
General office furniture and equipment See Schedule 15B	<u>484,688</u>	<u>(455,499)</u>	<u>29,189</u>
Total Page 2, Part II, Line 14 (b)	<u><u>2,882,177</u></u>	<u><u>(2,610,404)</u></u>	<u><u>271,773</u></u>

AMON G. CARTER FOUNDATION  
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SCHEDULE 15A  
Land, Buildings, and Equipment  
Held for Charitable Purposes--Amon Carter Museum

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/16	2016 Depreciation	Accumulated Depreciation @ 12/31/16
1968	Land		131,367	131,367	0	0	0	0
1961-69	Building & Improvements	2.00% SL	1,982,931	0	1,982,931	1,982,931	0	1,982,931
2009	Building & Improvements	2.00% SL	40,965	0	40,965	5,324	819	6,143
1969	Concrete Wall	3.00% SL	43,796	0	43,796	43,796	0	43,796
			2,067,692	0	2,067,692	2,032,051	819	2,032,870
1996	Bldg Imprv--East facade renovation	3.00% SL	198,431	0	198,431	116,084	5,953	122,037
			198,431	0	198,431	116,084	5,953	122,037
	Grand Total		2,397,490	131,367	2,266,123	2,148,135	6,772	2,154,907

Summary:

Basis	2,397,490
Rounding difference	(1)
	2,397,489
Less: Accumulated Depreciation	(2,154,907)
Rounding difference	2
	(2,154,905)
	242,584

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2016

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SCHEDULE 15B

Land, Buildings, and Equipment  
General Office Furniture and Equipment

Date Acquired	Description	Rate/ Method	Cost	Estimated Salvage Value	Depreciable Amount	Accumulated Depreciation @ 1/1/16	2016 Depreciation	Accumulated Depreciation @ 12/31/16
General Office Furniture & Equipment								
1979-2010	Fully depreciated	SL	424,170	50	424,120	424,120	0	424,120
2009	Office furnishings	14.29% SL	16,223	0	16,223	15,067	1,156	16,223
2014	Computer firewall	20.00% SL	1,046	0	1,046	314	209	523
2014	Dell PowerEdge T320 server	20.00% SL	4,285	0	4,285	1,286	857	2,143
2014	5 Dell Optiplex 9020 desktops	20.00% SL	5,868	0	5,868	1,761	1,174	2,935
2014	Stone floor tile	14.29% SL	20,142	0	20,142	4,317	2,878	7,195
2014	5 Samsung SyncMaster monitors	20.00% SL	2,676	0	2,676	803	535	1,338
2016	Sharp MX-2640 copier	20.00% SL	10,276	0	10,276	0	1,028	1,028
			<u>484,686</u>	<u>50</u>	<u>484,636</u>	<u>447,668</u>	<u>7,837</u>	<u>455,505</u>

Summary:

Basis	484,686
Rounding difference	<u>2</u>
	484,688
Accumulated Depreciation	(455,505)
Rounding difference	<u>6</u>
Total to Schedule 15	<u>(455,499)</u>
	<u>29,189</u>



AMON G. CARTER FOUNDATION  
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SCHEDULE 16

Other Assets	December 31 2015	December 31 2016	Market Value
Prepaid federal excise tax	300,150	160,474	160,474
Prepaid federal income tax	108,690	0	0
Interest purchased on bonds	0	0	0
Club membership	5,000	5,000	5,000
* Assets held for charitable purposes			
Amon Carter Museum	56,350,517	56,350,517	0
Water Garden Film	250,000	250,000	0
Total, Page 2, Part II, Line 15 (a) & (b)	<u>57,014,357</u>	<u>56,765,991</u>	
Total, Page 2, Part II, Line 15 (c)			<u>165,474</u>

Other Liabilities		
Federal excise tax payable	0	0
Federal income tax payable	0	2,114,028
Total, Page 2, Part II, Line 22 (a) & (b)	<u>0</u>	<u>2,114,028</u>

Analysis of Changes in Net Worth	
Other increases not included in line 2	
Rounding	<u>0</u>
Total Page 2, Part III, Line 3	<u>0</u>
Decreases not included in Line 2.	
Rounding	<u>0</u>
Total Page 2, Part III, Line 5	<u>0</u>

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

AMON G. CARTER FOUNDATION  
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SCHEDULE 17

Officers, Directors, Trustees, Foundation Managers  
and their compensation, if any, for 2016:

Name and Address	Title, and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Mark L. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	President/ 3-5 hrs/wk	None	None	None
Robert W. Brown, M.D.* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Vice-Pres / 3-5 hrs/wk	None	None	None
Sheila B. Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Secretary/ 3-5 hrs/wk	None	None	None
Kate Johnson* 201 Main St., Suite 1945 Fort Worth, Texas 76102	Treasurer/ 3-5 hrs/wk	None	None	None
W. Patrick Harris 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	440,502	102,057	7,241
John H. Robinson 201 Main St., Suite 1945 Fort Worth, Texas 76102	Executive Vice-President/ 50 hrs/wk	442,457	95,064	12,000
Kathy A. King 201 Main St., Suite 1945 Fort Worth, Texas 76102	Assistant Sec.-Treas./ 45 hrs/wk	169,290	60,486	645
Total, Page 6, Part VIII, Line 1 (c), (d) & (e)		<u>1,052,249</u>	<u>257,607</u>	<u>19,886</u>

\*Director

AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2016

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SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
<b>Education</b>			
Bobby Bragan Youth Foundation		Event underwriting	5,000
Buffalo State University	Buffalo, NY	Special curatorial program	20,000
Cassata High School		Facility improvements	60,000
Covenant Classical School		Campus planning	75,000
Dallas Theological Seminary	Dallas, TX	Scholarship support	20,000
Davey O'Brien Foundation		Event underwriting	9,000
Fort Worth Country Day School		Summer Breakthrough program	10,000
Fort Worth Independent School District		Scholarship program	5,000
Happy Hill Farm Children's Home	Glen Rose, TX	Facility improvements	500,000
Hillsdale College	Hillsdale, MI	Lecture series underwriting	25,000
Intercollegiate Studies Institute	Wilmington, DE	Program expansion	50,000
Ladies on the Lamb		Scholarship support	1,000
Learning Center of North Texas, Inc		Program support	75,000
Oakridge School		Capital support	250,000
RiverTree Academy		Capital support	100,000
Saint Andrews Catholic School		Facility improvements	20,000
Score a Goal in the Classroom		Operating support	20,000
Southwestern Exposition and Livestock Show		Scholarship program	25,000
STAR Sponsorship Program		Scholarship support	20,000
Tarrant County College		President's Fund	4,000
Tarrant County College Foundation		Program expansion	95,000
Teach for America	New York, NY	Program expansion	100,000
Texas Christian University		Medical school start-up	2,500,000
Texas Christian University		Stadium renovation	2,000,000
Texas Christian University		Coliseum renovation	1,000,000
Texas Christian University		Scholarship support	27,000
Texas Christian University		Event underwriting	25,000
Texas Christian University		Research program	20,000
Texas Christian University		Chancellor's Fund	4,000
Texas Wesleyan University		President's Fund	4,000
United Negro College Fund	New York, NY	Texas college operating support	10,000
Uplift Education	Dallas, TX	Program expansion	250,000
Subtotal Education			<u>7,329,000</u>
<b>Health and Medicine</b>			
All Saints Health Foundation		Emergency department expansion	750,000
American Heart Association		Event underwriting	10,000
Cancer Care Services		Insurance program support	25,000
Carley J Rutledge Sarcoma Foundation		Program support	20,000
Carter BloodCare	Bedford, TX	Laboratory expansion	250,000
Child Study Center Foundation		Patient care fund	25,000
Cook Children's Medical Center		Children's medical camps	25,000
Cuisine for Healing		Program expansion	45,000
Dallas Methodist Hospitals Foundation	Dallas, TX	Capital support for pediatric unit	100,000
Immunization Collaboration of Fort Worth		Program support	5,000

## SCHEDULE 18

## SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
<b>Health and Medicine (continued)</b>			
Jewel Charity		Event underwriting	25,000
Leukemia and Lymphoma Society		Program expansion	50,000
Lucile Packard Foundation for Children's Health	Palo Alto, CA	Pediatric cancer research support	80,000
Neuro Assistance Foundation	Grapevine, TX	Medical equipment fund support	25,000
Shaken Baby Alliance		Program expansion	100,000
Shine Therapy		Program support	15,000
Southwestern Diabetic Foundation	Gainesville, TX	Camp Sweeney scholarships	5,000
Special Camps for Special Kids	Dallas, TX	Operating support	10,000
Susan G. Komen Breast Cancer Foundation	Dallas, TX	Event underwriting	10,000
Susan G. Komen Greater Fort Worth		Marketing initiative	75,000
Texas Surgical Society		Technology support	20,000
University of Texas Medical Branch	Galveston, TX	Alzheimer research support	395,000
Subtotal Health and Medicine			<u>2,065,000</u>
<b>Humanities and Arts</b>			
Allied Theatre Group		Operating and renovation support	50,000
Amon Carter Museum		Operating support	15,701,051
Amphibian Productions		Operating support	25,000
Audubon Texas	Dallas, TX	Event underwriting	10,000
Ballet Concerto		Program underwriting	7,500
Big Bend Conservancy	Big Bend, TX	Film underwriting	15,000
Botanical Research Institute of Texas		Strategic planning support	50,000
Casa Manana		Facility improvements	100,000
Circle Theatre		Operating support	40,000
East Fort Worth, Inc.		Beautification project	35,000
Fort Worth Museum of Science and History		Capital support	1,000,000
Fort Worth Museum of Science and History		Event underwriting	10,000
Fort Worth Opera Association		Operating support	50,000
Fort Worth Opera Association		Relocation support	25,000
Fort Worth Symphony Orchestra		Operating support	100,000
Hip Pocket Theatre		Operating support	25,000
Jubilee Players, Inc		Operating support	35,000
Kids Who Care		Program support	25,000
Lady Bird Johnson Wildflower Center	Austin, TX	Operating support	3,000
Lone Star Film Society		Event underwriting	7,500
Mimir Chamber Music Festival		Event underwriting	2,500
NAACP-ACT SO	Baltimore, MD	Event underwriting	4,000
Performing Arts Fort Worth		Operating support	100,000
Performing Arts Fort Worth		Children's educational program	25,000
Piedmont Land Conservancy	Greensboro, NC	Program support	10,000
Streams and Valleys, Inc.		Strategic planning support	100,000
Streams and Valleys, Inc.		Operating support	10,000
Tarrant County Black Historical and Genealogical Society		Event underwriting	1,000
Texas Ballet Theatre		Operating support	55,000
Texas Boys Choir		Operating support	3,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
<b>Humanities and Arts (continued)</b>			
Texas Girls Choir		Operating support	3,000
Van Cliburn Foundation		Quadrennial competition support	125,000
Van Cliburn Foundation		Operating support	25,000
Youth Orchestra of Greater Fort Worth		Operating support	3,000
Subtotal Humanities and Arts			<u>17,780.551</u>
<b>Social Services</b>			
A Wish with Wings		Event underwriting	5,000
Arlington Life Shelter	Arlington, TX	Expansion planning	40,000
Art Station		Program support	20,000
Big Brothers/Big Sisters Lone Star	Irving, TX	Program support	100,000
Boys and Girls Club of Arlington	Arlington, TX	Capital support for new branch	250,000
Boys and Girls Club of Greater Fort Worth		Event underwriting	6,500
Boy Scouts of America--Longhorn Council		Event underwriting	2,500
Brighter Outlook		Facility improvements	20,000
Camp Fire USA First Texas Council		Facility improvements	50,000
CASA of Tarrant County		Event underwriting	5,000
Catholic Charities--Diocese of Fort Worth		Special program	150,000
Cenikor Foundation		Facility improvements	50,000
Center for Transforming Lives		Facility improvements	75,000
Children at Risk	Dallas, TX	Program expansion	50,000
Christ's Haven for Children	Keller, TX	Facility improvements	70,000
Circle of Friends	Colleyville, TX	Program support	7,500
Communities in Schools of Greater Tarrant County		Program expansion	175,000
Community Storehouse	Keller, TX	Special program and marketing	45,000
Cornerstone Assistance Network		Program support	125,000
Day Resource for the Homeless		Program support	55,000
D/FW Interfaith Chaplaincy	DFW Airport, TX	Operating support	5,000
Easter Seals North Texas		Marketing support	50,000
Expanco, Inc.		Program expansion	50,000
Family First	Tampa, FL	Program expansion	125,000
Fellowship of Christian Athletes	Dallas, TX	Program support	20,000
Girl Scouts of Texas Oklahoma Plains		Operating support	2,000
Gladney Center for Adoption		Marketing support	70,000
Helping Restore Ability	Arlington, TX	Program support	75,000
Housing Opportunities of Fort Worth		Operating support	40,000
Just Say Yes--Youth Equipped to Succeed	Dallas, TX	Program support	30,000
Kids Hope USA	Zeeland, MI	Program support	10,000
Ladder Alliance		Program support	25,000
Lena Pope Home		Program expansion	75,000
Lena Pope Home		Event underwriting	5,000
Live Thankfully		Program support	10,000
Meals on Wheels of Tarrant County		Operating support	25,000
National Association to Protect Children	Knoxville, TN	Program expansion	100,000
New Day Services for Children and Families		Program support	35,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
<b>Social Services (continued)</b>			
Northside Inter-Community Agency		Program support	25,000
Presbyterian Night Shelter		Employment program start-up	50,000
Project 44		Transportation initiative expansion	20,000
Project 4031		Program expansion	50,000
Project HandUp	Grapevine, TX	Program support	100,000
Rookie League Baseball.			
Batters Up USA	McCaysville, GA	Special program	9,000
BEST, Inc	Bethlehem, PA	Special program	5,000
Brewton Area YMCA	Brewton, AL	Special program	5,000
City of Monroeville	Monroeville, AL	Special program	15,000
Clinton County YMCA	Clinton, SC	Special program	8,000
Milan Family YMCA		Special program	6,500
New York and Presbyterian Hospital	New York, NY	Special program	5,000
Peoria Park District	Peoria, IL	Special program	1,000
West Side Little League		Special program	15,000
YMCA of Greater High Point	Trinity, NC	Special program	3,000
Safe Haven of Tarrant County		Technology upgrades	100,000
Salvation Army--Tarrant County Command		Operating support	2,000
Snowball Express	Dallas, TX	Event underwriting	5,000
Star Telegram Charities, Inc		Goodfellows Fund	10,000
Tarrant Area Food Bank		Program expansion	30,000
Tarrant County Community Service and Corrections		Intern program expansion	20,000
Tarrant County Youth Collaboration		Program support	25,000
Tarrant Net		Reading initiative support	25,000
Texas Association for the Protection of Children	Dallas, TX	Program support	20,000
Texas Loves Children	Dallas, TX	Program expansion	100,000
United Community Centers, Inc		Program expansion	40,000
United Way of Metropolitan Tarrant County		Annual campaign support	100,000
United Way of Metropolitan Tarrant County		Special program	25,000
WARM Place		Facility improvement	35,000
Subtotal Social Services			<u>2,908,000</u>
<b>Miscellaneous</b>			
American Quarter Horse Foundation	Amarillo, TX	Event underwriting	25,000
CNM Connect	Dallas, TX	Program support	20,000
Colonial Charitable Foundation		Event underwriting	5,000
Communities Foundation of Texas	Dallas, TX	Special program	45,000
Community Design Studio Fort Worth		Program start-up	25,000
Dallas Foundation	Dallas, TX	Event underwriting	5,000
Disalced Carmelite Nuns	Arlington, TX	Facility repairs	230,000
Fort Worth Chamber Foundation		Event underwriting	10,000
Fort Worth Drowning Prevention Coalition		Program support	10,000
Fort Worth Promotion and Development Fund		Event underwriting	3,500
Goodman Institute of Public Policy Research	Dallas, TX	Special program	25,000
Ignite Student Ministries		Program expansion	20,000

SCHEDULE 18

SCHEDULE OF CONTRIBUTIONS, GIFTS, AND GRANTS

Name of Donee	Address	Purpose of Grant	Amount
<b>Miscellaneous (continued)</b>			
Junior League of Fort Worth		Program support	25,000
Mayfest, Inc.		Event underwriting	10,000
Multicultural Alliance		Event underwriting	3,000
Multicultural Arts Alliance	Dallas, TX	Event underwriting	1,000
National Leadership Foundation		Publication underwriting	10,000
North Texas Community Foundation		Literacy initiative	100,000
North Texas Community Foundation		Marketing support	60,000
Press Club of Dallas	Dallas, TX	Event underwriting	1,500
Southeast Fort Worth		Operating support	20,000
United Service Organizations, Inc	Arlington, VA	DFW Airport renovation	50,000
Volunteer Now	Dallas, TX	Program support	40,000
Volunteer Now	Dallas, TX	Event underwriting	10,000
Subtotal Miscellaneous			754,000
GRAND TOTAL			30,836,551

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

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

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

**AMON G. CARTER FOUNDATION**

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From 990-PF

Year Ended December 31, 2016

**SCHEDULE 19**

	December 31
<u>Grants Approved for Future Payment</u>	<u>2016</u>
All Saints Episcopal School	\$ 500,000
Cristo Rey Catholic High School	250,000
Discalced Carmelite Monastery (Arlington, TX)	20,000
Downtown Fort Worth Initiatives, Inc. (Heritage Park)	600,000
Equestrian Initiative	50,000
Fort Worth Opera Association	25,000
Fort Worth Symphony Orchestra	500,000
Kids Hope USA (Zeeland, MI)	10,000
Meals on Wheels of Johnson and Ellis Counties (Cleburne, TX)	100,000
Mother's Milk Bank of North Texas	750,000
Neuro Assistance Foundation (Grapevine, TX)	25,000
North Texas Area Community Health Centers	500,000
Project HandUp (Grapevine, TX)	250,000
Streams and Valleys, Inc.	125,000
Tarrant Area Food Bank	500,000
Texas Christian University (Stadium Renovation)	6,000,000
Texas Christian University (Daniel-Meyer Coliseum)	3,000,000
Texas Wesleyan University	1,000,000
United Way of Metropolitan Tarrant County	250,000
YMCA of Metropolitan Fort Worth	1,500,000
Total Page 11, Part XV, Line 3b	<u><u>\$ 15,955,000</u></u>

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

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

None of the donees are private foundations.



AMON G. CARTER FOUNDATION

Form 990-PF

Year Ended December 31, 2016

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SCHEDULE 20

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

Mereken Land & Production.

110 common shares at FMV before discount	6,052,150
	<u>6,052,150</u>

Line 1e--Marketability discount claimed--10%	605,215
--	---------

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

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

AMON G. CARTER FOUNDATION

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Form 990-PF

Year Ended December 31, 2016

SCHEDULE 21

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

Page 12, Part XVI-A, Line 13	40,405,444
Less Page 1, Part I, Line 5b Net rental income	(43,060)
Plus Page 1, Part I, Line 5a Gross rents	86,157
Page 1, Part I, Lines 3-11, Column (a)	<u>40,448,541</u>