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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation ANDREA WAITT CARLTON FAMILY FOUNDATION		A Employer identification number 86-0910220
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 58389		B Telephone number 615-873-4142
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 37205		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 55,458,927.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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))		(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		2,090,589.		N/A.	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		18,019.	18,019.		STATEMENT 1
4 Dividends and interest from securities		380,058.	380,058.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,053,753.			
b Gross sales price for all assets on line 6a	13,417,020.				
7 Capital gain net income (from Part IV, line 2)			7,053,753.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		110,506.	110,506.		STATEMENT 3
12 Total. Add lines 1 through 11		9,652,925.	7,562,336.		
13 Compensation of officers, directors, trustees, etc.		247,167.	24,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		28,661.	0.		0.
16a Legal fees	STMT 4	20,185.	0.		0.
b Accounting fees	STMT 5	23,492.	0.		0.
c Other professional fees	STMT 6	52,552.	52,552.		0.
17 Interest		432.	432.		0.
18 Taxes	STMT 7	21,426.	9,817.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 8	293,534.	242,393.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		687,449.	329,194.		0.
25 Contributions, gifts, grants paid		2,534,000.			2,534,000.
26 Total expenses and disbursements. Add lines 24 and 25		3,221,449.	329,194.		2,534,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6,431,476.			
b Net investment income (if negative, enter -0-)			7,233,142.		
c Adjusted net income (if negative, enter -0-)				N/A	

630

19

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	78,702.	19,317.	19,317.
	2 Savings and temporary cash investments	599,171.	6,133,803.	6,133,803.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 10 4,009,155.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 11 26,950,144.	30,115,303.	47,075,498.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <u>RECEIVABLES</u>)	415,127.	2,230,309.	2,230,309.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	32,052,299.	38,498,732.	55,458,927.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>PAYROLL TAXES AND</u>)	1,333.	1,717.	
23 Total liabilities (add lines 17 through 22)	1,333.	1,717.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	32,050,966.	38,497,015.	
30 Total net assets or fund balances	32,050,966.	38,497,015.		
31 Total liabilities and net assets/fund balances	32,052,299.	38,498,732.		

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	32,050,966.
2 Enter amount from Part I, line 27a	2	6,431,476.
3 Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 9</u>	3	14,573.
4 Add lines 1, 2, and 3	4	38,497,015.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,497,015.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	13,417,020.	6,131,201.	7,053,753.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			7,053,753.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } 2 7,053,753.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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	2,852,362.	56,263,676.	.050696
2014	2,863,101.	57,867,313.	.049477
2013	2,759,812.	55,343,152.	.049867
2012	2,707,143.	52,463,866.	.051600
2011	2,535,050.	53,991,742.	.046953

2 Total of line 1, column (d)	2	.248593
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	.049719
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	52,475,382.
5 Multiply line 4 by line 3	5	2,609,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	72,331.
7 Add lines 5 and 6	7	2,681,355.
8 Enter qualifying distributions from Part XII, line 4	8	2,534,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ☐**Refunded** ☐**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐

TN, DE

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X

Website address ► N/A

14 The books are in care of ► SPENCE MANERS, CPA Telephone no. ► 615-873-4142
 Located at ► P.O. BOX 58389, NASHVILLE, TN ZIP+4 ► 37205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
 ► 15 N/A

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?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

7b

6b

5b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		247,167.	8,927.	6,099.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

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	49,726,888.
b	Average of monthly cash balances	1b	3,547,611.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	53,274,499.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,274,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	799,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,475,382.
6	Minimum investment return. Enter 5% of line 5	6	2,623,769.

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

1	Minimum investment return from Part X, line 6	1	2,623,769.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	144,663.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	144,663.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,479,106.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,479,106.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,479,106.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,534,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,534,000.
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	2,534,000.

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				2,479,106.
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:				
a From 2011				
b From 2012	89,264.			
c From 2013	43,530.			
d From 2014	15,033.			
e From 2015	49,454.			
f Total of lines 3a through e	197,281.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 2,534,000.				
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				2,479,106.
e Remaining amount distributed out of corpus	54,894.			
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:	252,175.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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 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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	252,175.			
10 Analysis of line 9:				
a Excess from 2012	89,264.			
b Excess from 2013	43,530.			
c Excess from 2014	15,033.			
d Excess from 2015	49,454.			
e Excess from 2016	54,894.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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).)

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:

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year 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 recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15	NONE	PUBLIC CHARITY	SEE STATEMENT 14	2,534,000.
Total			3a	2,534,000.
b Approved for future payment				
SEE STATEMENT 19	NONE	PUBLIC CHARITY	SEE STATEMENT 18	1,770,000.
Total			3b	1,770,000.

ANDREA WAITT CARLTON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM PARTNERSHIPS-ST GAINS/LOSSES STMT 16			
b	FROM PARTNERSHIPS-LT GAINS/LOSSES STMT 17			
c	FROM PARTNERSHIPS-SEC 1231 GAINS/LOSSES STMT 18			
d	JP MORGAN- DARUMA ST COVERED GAIN			
e	JP MORGAN- DARUMA ST NON-COVERED GAIN			
f	JP MORGAN- DARUMA LT COVERED GAIN			
g	JP MORGAN- DARUMA LT NON-COVERED GAIN			
h	JP MORGAN- OPERATING ST COVERED GAIN			
i	JP MORGAN- OPERATING LT COVERED GAIN			
j	JP MORGAN- OPERATING LT NON-COVERED GAIN			
k	LIME ROCK RESOURCES- LOSS ON DISSOLUTION			
l	CAM CAP RESOURCES REDEMPTION	P		
m	PERRY PARTNERS- GAIN ON DISTRIBUTION	P		
n	CONVEXITY CAPITAL- GAIN ON DISTRIBUTION	P		
o	VANGUARD- LT CAPITAL GAIN DISTRIBUTION	P		

(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			<69,007.>
b			<195,584.>
c			32,525.
d	1,241,150.	1,357,301.	<116,151.>
e	23,327.	26,086.	<2,759.>
f	2,285,804.	2,390,045.	<104,241.>
g	568,141.	235,723.	332,418.
h	304,902.	147,800.	157,102.
i	2,756,912.	1,246,484.	1,510,428.
j	2,021,716.	727,109.	1,294,607.
k		653.	<653.>
l	17.		17.
m	719,716.		719,716.
n	3,416,194.		3,416,194.
o	79,141.		79,141.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<69,007.>
b			<195,584.>
c			32,525.
d			<116,151.>
e			<2,759.>
f			<104,241.>
g			332,418.
h			157,102.
i			1,510,428.
j			1,294,607.
k			<653.>
l			17.
m			719,716.
n			3,416,194.
o			79,141.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	7,053,753.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

ANDREA WAITT CARLTON FAMILY FOUNDATION

Employer identification number

86-0910220

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
ANDREA WAITT CARLTON FAMILY FOUNDATION	86-0910220

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>ANDREA WAITT CARLTON</u> <u>P.O. BOX 58389</u> <u>NASHVILLE, TN 37205</u>	\$ <u>2,090,589.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

86-0910220

Part II Noncash Property

[illegible]

Name of organization	Employer identification number
ANDREA WAITT CARLTON FAMILY FOUNDATION	86-0910220

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CAP GUARDIAN AM EUROPACIFIC FUND	393.	393.	
EIG ENERGY FUND XIV-A, LP	10,070.	10,070.	
IP III BLOCKER-I LP - AIV OF			
MHR IP III LP	441.	441.	
JP MORGAN- DARUMA	11.	11.	
JP MORGAN- OPERATING	288.	288.	
LIME ROCK RESOURCES C, LP	372.	372.	
MHR INSTITUTIONAL PARTNERS II, LP	72.	72.	
MHR INSTITUTIONAL PARTNERS III, LP	83.	83.	
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	49.	49.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	75.	75.	
PALO ALTO FUND II, LP	13.	13.	
VCFA VENTURE PARTNERS III, LP	4.	4.	
YORKTOWN ENERGY PARTNERS VII, LP	462.	462.	
YORKTOWN ENERGY PARTNERS VIII, LP	3,001.	3,001.	
YORKTOWN ENERGY PARTNERS X, LP	1,842.	1,842.	
YORKTOWN ENERGY PARTNERS XI, LP	843.	843.	
TOTAL TO PART I, LINE 3	18,019.	18,019.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAP GUARDIAN AM EUROPACIFIC FUND CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	61,034.	0.	61,034.	61,034.	
JP MORGAN - DARUMA JP	363.	0.	363.	363.	
MORGAN-OPERATING MHR INSTITUTIONAL PARTNERS II, LP	1,067.	0.	1,067.	1,067.	
MHR INSTITUTIONAL PARTNERS III, LP	1,833.	0.	1,833.	1,833.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	1,234.	0.	1,234.	1,234.	
PIMCO SHORT TERM FUND	1,612.	0.	1,612.	1,612.	
VANGUARD VCFA VENTURE PARTNERS III, LP	69,962.	0.	69,962.	69,962.	
YORKTOWN ENERGY PARTNERS VII, LP	19,518.	0.	19,518.	19,518.	
YORKTOWN ENERGY PARTNERS VIII, LP	221,788.	0.	221,788.	221,788.	
YORKTOWN ENERGY PARTNERS X, LP	24.	0.	24.	24.	
YORKTOWN ENERGY PARTNERS XI, LO	617.	0.	617.	617.	
	838.	0.	838.	838.	
	165.	0.	165.	165.	
	3.	0.	3.	3.	
TO PART I, LINE 4	380,058.	0.	380,058.	380,058.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
YORKTOWN ENERGY PARTNERS XI, LP- ROYALTIES	46.	46.	
YORKTOWN ENERGY PARTNERS XI, LP- ORDINARY BUSINESS INCOME (LOSS)	<38,661.>	<38,661.>	
YORKTOWN ENERGY PARTNERS X, LP- OTHER PORTFOLIO INCOME (LOSS)	6.	6.	
YORKTOWN ENERGY PARTNERS X, LP- OTHER INCOME (LOSS)	1,552.	1,552.	
YORKTOWN ENERGY PARTNERS X, LP- CANCELLATION OF DEBT	462.	462.	
YORKTOWN ENERGY PARTNERS X, LP - ROYALTIES	7,480.	7,480.	

YORKTOWN ENERGY PARTNERS X, LP -		
OTHER NET RENTAL INCOME (LOSS)	454.	454.
YORKTOWN ENERGY PARTNERS X, LP -		
ORDINARY INCOME	<68,949.>	<68,949.>
YORKTOWN ENERGY PARTNERS VIII, LP-		
OTHER PORTFOLIO INCOME (LOSS)	2.	2.
YORKTOWN ENERGY PARTNERS VIII, LP-		
OTHER INCOME (LOSS)	1,163.	1,163.
YORKTOWN ENERGY PARTNERS VIII, LP-		
CANCELLATION OF DEBT	4,306.	4,306.
YORKTOWN ENERGY PARTNERS VIII, LP -		
ROYALTIES	5,135.	5,135.
YORKTOWN ENERGY PARTNERS VIII, LP -		
OTHER NET RENTAL INCOME (LOSS)	1,133.	1,133.
YORKTOWN ENERGY PARTNERS VIII, LP -		
ORDINARY INCOME	29,109.	29,109.
YORKTOWN ENERGY PARTNERS VII, LP -		
ROYALTIES	1,831.	1,831.
YORKTOWN ENERGY PARTNERS VII, LP -		
OTHE INCOME (LOSS)	5,018.	5,018.
YORKTOWN ENERGY PARTNERS VII, LP -		
ORDINARY INCOME	3,042.	3,042.
YORKTOWN ENERGY PARTNERS VII, LP -		
NET RENTAL REAL ESTATE INCOME		
(LOSS)	342.	342.
VCFA VENTURE PARTNERS III, LP -		
ORDINARY INCOME	4.	4.
VCFA VENTURE PARTNERS III, LP - NET		
RENTAL REAL ESTATE INCOME (LOSS)	5.	5.
PALO ALTO FUND II, LP- ROYALTIES	2,442.	2,442.
NEWPORT ASIA INSTITUTIONAL FUND,		
LP. - SEC. 988 LOSS	<1,786.>	<1,786.>
NEW MEXICO COMMUNITY CAPITAL FUND		
I, LP - OTHER INCOME	8,807.	8,807.
MHR INSTITUTIONAL PARTNERS III, LP		
- ORDINARY INCOME	<53.>	<53.>
MHR INSTITUTIONAL PARTNERS III LP -		
SEC. 988 GAIN	161.	161.
MHR INSTITUTIONAL PARTNERS II LP -		
OTHER INCOME (LOSS)	501.	501.
LIME ROCK RESOURCES C, LP -		
ROYALTIES INCOME	703.	703.
LIME ROCK RESOURCES C, LP -		
ORDINARY INCOME	58,294.	58,294.
LIME ROCK RESOURCES C, LP -		
CANCELLATION OF DEBT	9,825.	9,825.
EIG ENERGY FUND XIV-A, LP -OTHER		
NET RENTAL INCOME (LOSS)	17.	17.
EIG ENERGY FUND XIV-A, LP - SEC.		
988 LOSS	<262.>	<262.>
EIG ENERGY FUND XIV-A, LP -		
ROYALTIES	75.	75.
EIG ENERGY FUND XIV-A, LP - OTHER		
PORTFOLIO INCOME (LOSS)	<596.>	<596.>
EIG ENERGY FUND XIV-A, LP - OTHER		
INCOME (LOSS)	5,723.	5,723.
EIG ENERGY FUND XIV-A, LP -		
ORDINARY INCOME	12,215.	12,215.

ANDREA WAITT CARLTON FAMILY FOUNDATION

86-0910220

EIG ENERGY FUND XIV-A, LP - CANCELLATION OF DEBT	60,385.	60,385.
YORKTOWN ENERGY PARTNERS XI, LP- GUARENTEED PAYMENTS	1,169.	1,169.
EIG ENERGY FUND XIV-A, LP - SUSPENDED LOSS ALLOWED	<594.>	<594.>
TOTAL TO FORM 990-PF, PART I, LINE 11	110,506.	110,506.

FORM 990-PF	LEGAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,185.	0.		0.
TO FM 990-PF, PG 1, LN 16A	20,185.	0.		0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,492.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	23,492.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	35,369.	35,369.		0.
INVESTMENT CUSTODIAL FEES	1,713.	1,713.		0.
INVESTMENT MANAGEMENT FEES	13,470.	13,470.		0.
INVESTMENT MISC. FEES	2,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16C	52,552.	52,552.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,583.	0.		0.
PARTNERSHIP PASS-THROUGH				
FOREIGN TAXES PAID	9,817.	9,817.		0.
STATE WITHHOLDING TAXES	1,026.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,426.	9,817.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	<39.>	0.		0.
BOOKS, REFERENCE MATERIALS	1,091.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	18,746.	0.		0.
INSURANCE	1,250.	0.		0.
SOFTWARE EXPENSE	5,522.	0.		0.
MEALS & ENTERTAINMENT	3,902.	0.		0.
POSTAGE & SHIPPING	871.	0.		0.
PUBLIC RELATIONS	3,892.	0.		0.
TRAVEL	15,906.	0.		0.
PASSTHROUGH-CASH				
CONTRIBUTIONS	50.	50.		0.
PASSTHROUGH-2% PORTFOLIO				
INCOME DEDUCTIONS	121,311.	121,311.		0.
PASSTHROUGH-OTHER DEDUCTIONS	4,045.	4,045.		0.
PASSTHROUGH-OTHER DEDUCTIONS				
ROYALTY	5,239.	5,239.		0.
PASSTHROUGH-SEC 59(E)(2)				
EXPENDITURES	45,216.	45,216.		0.
PASSTHROUGH- DEPLETION	65,090.	65,090.		0.
PASSTHROUGH-NON DEDUCTIBLE				
EXPENSES	700.	700.		0.
PASSTHROUGH-PORTFOLIO INCOME				
DEDUCTIONS	742.	742.		0.
TO FORM 990-PF, PG 1, LN 23	293,534.	242,393.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
EIG ENERGY FUND XIV - CORRECTING ENTRY	14,573.
TOTAL TO FORM 990-PF, PART III, LINE 3	14,573.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK- JP MORGAN	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	2,460,886.	3,677,848.
CLAYTON, DUBILIER & RICE VII LP	FMV	189,921.	330,587.
CONVEXITY CAPITAL OFFSHORE	FMV	0.	195,241.
ETON PARK OVERSEAS FUND LTD	FMV	2,000,000.	1,848,159.
INDUS ASIA PACIFIC DISTRIBUTION HOLDING CO.	FMV	22,704.	10,583.
INDUS STUCTURED FINANCE FUND	FMV	346,026.	3,224.
JP MORGAN- OPERATING	FMV	1,000,000.	1,262,014.
KYLIN FUND LP	FMV	2,500,000.	1,955,960.
MAVERICK FUND, LTD.	FMV	1,500,000.	3,368,424.
MHR INSTITUTIONAL PARTNERS II	FMV	383,523.	649,855.
MHR INSTITUTIONAL PARTNERS III	FMV	488,985.	687,073.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	27,867.	29,054.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	3,198,843.	3,996,840.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	3,017,830.
PALO ALTO FUND II	FMV	265,640.	72,301.
PERRY PARTNERS INTERNATIONAL	FMV	<564.>	88,484.
PIMCO SHORT TERM FUND	FMV	1,099,548.	1,089,551.
ROCK SPRINGS CAPITAL FUND LP	FMV	1,000,000.	1,077,868.
SOWOOD ALPHA FUND	FMV	491,203.	4,351.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,038,519.	3,687,199.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	27,677.	6,990.
TCW ENERGY FUND X	FMV	368,222.	3,749.
TCW ENERGY FUND XIV	FMV	580,421.	228,124.
VANGUARD DIVIDEND FUND	FMV	7,644,845.	10,733,813.
VCFA VENTURE PARTNERS III	FMV	<2,084.>	13,900.
VIKING GLOBAL EQUITIES	FMV	500,000.	6,398,621.
YORKTOWN ENERGY PARTNERS VII	FMV	540,830.	506,761.
YORKTOWN ENERGY PARTNERS VIII	FMV	518,647.	637,123.
YORKTOWN ENERGY PARTNERS X	FMV	642,601.	1,136,842.
YORKTOWN ENERGY PARTNERS XI	FMV	281,043.	357,129.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,115,303.	47,075,498.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES AND WITHHOLDINGS PAYABLE	1,333.	1,717.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,333.	1,717.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECT 2.00	8,000.	0.	2,588.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	676.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	223,167.	8,927.	2,835.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		247,167.	8,927.	6,099.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

ANDREA WAITT CARLTON FAMILY FOUNDATION

EIN 86-0910220

2016 FORM 990-PF

PART XV, LINE 3A, 2016 GRANTS PAID

Grantee Organization	Request Project Title	Amount	Payment / Check Date
American Society for the Prevention of Cruelty to Animals 520 8th Avenue, 7th Floor New York, NY 10018	General Operating Funds	\$5,000.00	12/28/2016
A Soldier's Child Foundation P O Box 11242 Murfresboro, TN 37129	Christmas gifts for fallen veteran's children	\$5,000 00	12/15/2016
ACCESS PO Box 4666 Medford, OR 97501	General Operating Funds	\$1,000 00	12/15/2016
Agape Animal rescue PO BOX 292766 Nashville, TN 37229	Agape Animal Rescue dog foster and adoption program in Middle Tennessee	\$15,000 00	12/15/2016
American Baptist Churches of the Dakotas 1101 West 22nd Street Sioux Falls, SD 57105	General Operating Funds	\$3,500.00	12/15/2016
American Bird Conservancy 4249 Loudoun Ave. P O Box 249 The Plains, VA 20198	General Operating Funds	\$5,000.00	12/15/2016
Black Hills Wild Horse Sanctuary P O Box 998 Hot Springs, SD 57747	A Place to Be	\$15,000 00	12/15/2016
Boy Scouts of America Middle TN Council P O Box 150409 Nashville, TN 37215	General Operating Funds	\$10,000 00	12/15/2016
Care and Share Food Program 2520 Aviation Way, Suite 130 Colorado Springs, CO 80916	General Operating Funds	\$750.00	12/15/2016
Cheyenne Mountain Zoo 4250 Cheyenne Mt Zoo Rd Colorado Springs, CO 80906	General Operating Funds	\$5,000 00	12/15/2016
Children Are People 117 East Winchester Street Gallatin, TN 37066	General Operating Funds	\$2,000.00	12/15/2016
Children's Home Society of South Dakota 801 North Sycamore P O Box 1749 Sioux Falls, SD 57101-1749	Children's Christmas presents	\$2,000 00	12/15/2016
Christ Presbyterian Academy 2323-A Old Hickory Blvd. Nashville, TN 37215	General Operating Funds	\$750 00	12/15/2016
Christ Presbyterian Academy 2323-A Old Hickory Blvd Nashville, TN 37215	General Operating Funds	\$500 00	12/15/2016
Christ Presbyterian Church 2323 Old Hickory Blvd. Nashville, TN 37215	General Operating Funds	\$1,250 00	12/15/2016
Christian Leadership Concepts PO Box 3645 Brentwood, TN 37064	General Operating Funds	\$2,000 00	12/15/2016
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	General Needs	\$10,000.00	12/15/2016
Desana Inc 2708 Dracut Lane Nashville, TN 37211	General Operating Funds	\$1,500 00	12/15/2016
Desana Inc 2708 Dracut Lane Nashville, TN 37211	Food needs for school children.	\$5,000 00	12/15/2016
Dollywood Foundation 111 Dollywood Lane Pigeon Forge, TN 37863	Eastern Tennessee disaster relief	\$10,000 00	12/15/2016
El Paso County Search and Rescue 3950 Interpark Drive Colorado Springs, CO 80907	General Operating Funds	\$1,000 00	12/15/2016

ANDREA WAITT CARLTON FAMILY FOUNDATION
2016 FORM 990-PF
PART XV, LINE 3A, 2016 GRANTS PAID

EIN 86-0910220

End Slavery Tennessee 50 Vantage Way Suite 225 Nashville, TN 37228	General Operating Funds	\$1,000 00	12/15/2016
Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	For the purchase of two saddles for mounted metro police officers.	\$4,000 00	12/15/2016
Grassland Middle School 2390 Hillsboro Road Franklin, TN 37069	General Operating Funds	\$750 00	12/15/2016
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	General Operating Funds	\$2,000.00	12/15/2016
Hendersonville Rotary Foundation Po Box 2703 Hendersonville, TN 37077-2703	Mary's Magical Place which uses the Hendersonville Rotatary Club as the fiscal sponsor	\$2,500 00	12/15/2016
Heritage Foundation, The 214 Massachussetts Avenue, NE Washington, DC 20002	The AWC Family Foundation Director in the B. Kenneth Simon Center for Principles and Politics	\$250,000 00	12/15/2016
Intercollegiate Studies Institute Inc 3901 Centerville Road Wilmington, DE 19807-1938	The 300 Campaign	\$15,000 00	12/15/2016
Kids with Food Allergies 5049 Swamp Road, Suite 303 P O Box 554 Fountainville, PA 18923	General Operating Funds	\$500.00	12/15/2016
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	roots & shoots Programming and Zoo Operations	\$20,000.00	12/15/2016
Luke's Wings 1054 31st Street, NW Canal Square, Suite 540 Washington, D.C. 20007	General Operating Funds	\$2,500 00	12/15/2016
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	General Operating Funds	\$1,000 00	12/15/2016
Monarch Research Project 4970 Lakeside Road Marion, IA 52302	Monarch Research Project	\$25,000 00	12/15/2016
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Art Renovation Challenge Gift	\$50,000.00	12/15/2016
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	General Operating Funds	\$1,500 00	12/15/2016
Nashville Area Red Cross Headquarters 2201 Charlotte Avenue Nashville, TN 37203	Disaster relief, eastern Tennessee	\$5,000 00	12/15/2016
Nashville Fellowship of Christian Athletes 449 Metroplex Drive Nashville, TN 37221	General Operating Funds	\$5,000 00	12/15/2016
Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	General Operating Funds	\$5,000 00	12/15/2016
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	Challenge grant for building audiences	\$50,000.00	12/15/2016
Orphaned & Injured Wildlife, Inc 3012 Center Lake Drive Spirit Lake, IA 51360	Animal needs	\$500 00	12/15/2016
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	I. Connecting Children with Nature, II Nature Comes Calling	\$10,000.00	12/15/2016
Reboot Combat Recovery P O Box 1223 Ft Campbell, KY 42223	Expanding REBOOT With Excellence	\$15,000 00	12/15/2016

Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	Mental Health Counseling Program	\$20,000.00	12/15/2016
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	Women's Health Mammograms	\$5,000 00	12/15/2016
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	General Operating Funds	\$2,000.00	12/15/2016
Samaritan's Purse P O. Box 3000 Boone, NC 28607	Disaster relief, possibly for Eastern Tennessee	\$10,000 00	12/15/2016
Sea Shepherd Conservation Society PO Box 2616 Alexandria, VA 22306	General Operating Funds	\$2,500.00	12/15/2016
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	BackPacks for Children's Feeding	\$12,000 00	12/15/2016
Shakespeare Garden Society of Wessington Springs 23358 385th Ave. Wessington Springs, SD 57382	General Operating Funds	\$1,000 00	12/15/2016
Snowball Express C/O Bank of Texas Dept. 41728 PO Box 650823 Dallas, TX 75265	General Operating Funds	\$2,000 00	12/15/2016
Southern Oregon Humane Society 2910 Table Rock Road Medford, OR 97501	General Operating Funds	\$1,000 00	12/15/2016
Spencer Wesleyan Church P O Box 313 Spencer, NE 68777	General Operating Funds	\$1,000.00	12/15/2016
Springs Area Council of the Arts PO Box 306 Wessington Springs, SD 57382	General Operating Funds	\$2,500.00	12/15/2016
St Henry Church 6401 Harding Pike Nashville, TN 37205	General Operating Funds	\$1,000 00	12/15/2016
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	Tennessee Golf Foundation 2017 Trusteeship	\$10,000.00	12/15/2016
The Bridge Ministry Inc P O Box 463 Goodlettsville, TN 37070	General Operating Funds	\$5,000 00	12/15/2016
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	Holiday expenses for the needy.	\$10,000.00	12/15/2016
The Wildlife Center of Venice, Inc. 3252 Border Road Venice, FL 34292-1719	General Operating Funds	\$2,000 00	12/15/2016
Trails and Open Spaces Coalition 1040 S 8th St. Suite 101 colorado springs, CO 80905	General Operating Funds	\$750.00	12/15/2016
Undercover Project PO Box 120092 Nashville, TN 37212-0092	General Operating Funds	\$750 00	12/15/2016
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10595	General Operating Funds	\$5,000.00	12/15/2016
American Enterprise Institute 1789 Massachusetts Ave, NW Washington, DC 20003	General Operating Support	\$20,000 00	10/25/2016
Chimp Haven 13600 Chimpanzee Place Keithville, LA 71047	Care for Retired Biomedical Research Chimpanzees	\$10,000.00	10/25/2016

ANDREA WAITT CARLTON FAMILY FOUNDATION
2016 FORM 990-PF
PART XV, LINE 3A, 2016 GRANTS PAID

EIN 86-0910220

Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	GivingMatters.com Support	\$5,000 00	10/25/2016
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462-0393	Asia Habitat Dam Repair	\$15,000 00	10/25/2016
FreedomWorks Foundation 400 North Capitol Street NW Suite 765 Washington, DC 20001	Addressing Foundational Threats to Freedom Mobilizing Our Network	\$10,000 00	10/25/2016
Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	Bird Education and Research (BEAR)	\$10,000.00	10/25/2016
Jennifer Oneill Ministries Inc 30 Hillenglade Drive Nashville, TN 37207	HHH Operating Support and Facility Expansion Partnership	\$10,000 00	10/25/2016
Leadership Institute 1101 N. Highland Street Arlington, VA 22201	Campus Leadership Program	\$35,000 00	10/25/2016
Love Takes Root PO Box 885 Spencer, IA 51301	Mission trip to Haiti	\$15,000.00	10/25/2016
Martha Obryan Center Inc 711 South Seventh Street Nashville, TN 37206	General Operating and Early Learning Center Support	\$20,000.00	10/25/2016
Nashville Humane Association 213 Ocoola Avenue Nashville, TN 37209	Community Spay & Neuter Program	\$15,000 00	10/25/2016
Pet Community Center Inc 943-B Dr. Richard G. Adams Drive Nashville, TN 37207	Marketing and Fundraising Coordinator Position	\$15,000.00	10/25/2016
Ralston College P O Box 8302 1 W Macon St Savannah, GA 31412	Capacity Building Grant	\$125,000 00	10/25/2016
Save the Chimps PO Box 12220 F/K/A Center for Captive Chimpanzee Care Ft. Pierce, FL 34979	Save the Chimps General Operating Support	\$15,000 00	10/25/2016
The Crossroads Campus 707 Monroe St Nashville, TN 37208	Support for Crossroads' Innovative Programs and Capacity Building	\$15,000 00	10/25/2016
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	YMCA Before and After School Program -- Financial Assistance	\$25,000.00	10/25/2016
Folds of Honor 500 N Patriot Drive Owasso, OK 74055	Matching Gift for the Golf Club of Tennessee Patriot's Day Matching Fund	\$5,000 00	9/2/2016
Nashville Area Red Cross Headquarters 2201 Charlotte Avenue Nashville, TN 37203	Disaster relief fund for Louisiana flood victims	\$5,000.00	9/2/2016
Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	Operating costs for Baby Season and Volunteer Coordinator	\$15,000 00	9/2/2016
National Mill Dog Rescue PO Box 88468 Colorado Springs, CO 80908		\$2,500 00	6/21/2016
Americas Vetdogs The Veterans K9 Corps Inc 371 E. Jericho Turnpike Smithtown, NY 11787	Provision of guide and service dogs	\$15,000 00	6/1/2016
Barefoot Republic Inc. 1226 Lakeview Drive Suite G Franklin, TN 37067	Capacity Building for Camp Staff	\$10,000 00	6/1/2016

ANDREA WAITT CARLTON FAMILY FOUNDATION
2016 FORM 990-PF
PART XV, LINE 3A, 2016 GRANTS PAID

EIN 86-0910220

Beacon Center Of Tennessee PO Box 198646 Nashville, TN 37219	Communicating Liberty Outreach & Investigative Journalism	\$30,000 00	6/1/2016
Cumberland River Compact Inc 2 Victory Avenue, #300 Nashville, TN 37213	Tennessee Clean Streams Project	\$10,000 00	6/1/2016
Friends of Radnor Lake PO Box 40324 Nashville, TN 37204	Harris Ridge Trail Project	\$25,000 00	6/1/2016
Harpeth River Watershed Association PO Box 1127 Franklin, TN 37065	Harpeth River Community Engagement, River Restoration, and Water Quality Assessment	\$5,000.00	6/1/2016
Humanities Tennessee 807 Main St , Ste B Nashville, TN 37206	2016 Southern Festival of Books A Celebration of the Written Word	\$10,000 00	6/1/2016
Independent Institute 100 Swan Way Oakland, CA 94621	Love Gov Stage II	\$10,000.00	6/1/2016
Ingham-Okoboji Lutheran Bible Camp Assn 1203 Inwan St Milford, IA 51351	Lakeside Family Retreat Center	\$30,000.00	6/1/2016
Iowa Great Lakes Area Chamber of Commerce P.O. Box 9 Arnold's Park, IA 51331	Annual Gift re: July 4th Fireworks Show at Okoboji, July 4th 2016	\$1,000.00	6/1/2016
Loggerhead Marinlife Center Inc 14200 US Highway One Juno Beach, FL 33408	Continuing the expansion of LMC's life saving rehabilitation program	\$10,000.00	6/1/2016
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	Faith-based Programming for Incarcerated Men and their Families and the Vision Capital Campaign	\$62,500 00	6/1/2016
Okoboji Protective Association P O Box 242 Okoboji, IA 51355	Annual Gift covering membership fees for operational support	\$1,000 00	6/1/2016
Philanthropy Roundtable 1120 20th Street NW Suite 550 Sout Washington, DC 20036	Support for The Philanthropy Roundtable's Alliance for Charitable Reform (ACR) Project	\$10,000.00	6/1/2016
Saddle Up! 1549 Old Hillsboro Road Franklin, TN 37069	Saddle Up! General Operating Support	\$15,000 00	6/1/2016
The First Tee 425 South Legacy trail St Augustine, FL 32092	National trustee Program	\$200,000.00	6/1/2016
The Next Door PO Box 23336 Nashville, TN 37202	General Operations	\$15,000 00	6/1/2016
Young America's Foundation F M Kirby Freedom Center 110 Elden Street Herndon, VA 20170	Annual Gift approved by the AWC Board	\$1,000 00	6/1/2016
Center for Great Apes P O Box 488 Wauchula, FL 33873	Nutritional and Veterinary Care Support - Operations	\$25,000 00	3/3/2016
Center for Non-Profit Management 37 Peabody St. Suite 201 Nashville, TN 37210	Nonprofit Excellence Fund	\$5,000 00	3/3/2016
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	Holiday Lights Display First of Four \$250,000 Pledge Payments March 2014, 2015, 2016, 2017	\$250,000.00	3/3/2016
Committee for a Fiscal Responsibility Amendment (CFRA) doing business as Center for National Debt Policy Care of: Mr Alan Dye Esq. 1747 Pennsylvania Avenue NW Suite 1000 DC 200064636 Washington,, DC 37064-4882	Returning America to Economic Prosperity and Fiscal Responsibility	\$35,000.00	3/3/2016

ANDREA WAITT CARLTON FAMILY FOUNDATION
2016 FORM 990-PF
PART XV, LINE 3A, 2016 GRANTS PAID

EIN 86-0910220

Furman University 3300 Poinsett Highway Greenville, SC 29613	The Society of Tocqueville Fellows	\$75,000.00	3/3/2016
Iowa Great Lakes Maritime Museum, Inc P O Box 726 Arnolds Park, IA 51331	Okoboji Blue Water Festival	\$5,000.00	3/3/2016
Morningside College 1501 Morningside Avenue Sioux City, IA 51106	Dimmitt Hall Renovation	\$125,000.00	3/3/2016
Nashville Adult Literacy Council (NALC) 4805 Park Avenue, #211 Nashville, TN 37209	Nashville Citizenship Project	\$10,000.00	3/3/2016
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	Grow Wild Capital Campaign	\$175,000 00	3/3/2016
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P O. Box 839 Sanibel, FL 33957-0839	SCCF Sea Turtle Program -- Support for East End Surveys	\$20,000.00	3/3/2016
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	2016 South Dakota Festival of Books	\$25,000 00	3/3/2016
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Legacy Gift for National Programs: Fund for America's Future	\$200,000.00	3/3/2016
The Nashville Food Project 3605 Hillsboro Pike Nashville, TN 37215	General Operating Support	\$25,000 00	3/3/2016
Thistle Farms, Inc 5122 Charlotte Avenue Nashville, TN 37209	Sowing for a New Harvest Capital Campaign	\$50,000 00	3/3/2016
Total		\$2,534,000.00	

ANDREA WAITT CARLTON FAMILY FOUNDATION

2016 FORM 990-PF

EIN: 86-0910220

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

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
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NET SHORT TERM CAPITAL GAINS
(LOSSES) FROM PARTNERSHIPS

Newport Asia Institutional Fund, LP	P	Various	Various	(10,486)
EIG Energy Fund XC, LP	P	Various	Various	(58,708)
EIG Energy Fund XIV-A, LP	P	Various	Various	13
Yorktown Energy Partners VIII, LP	P	Various	Various	158
Yorktown Energy Partners X, LP	P	Various	Various	16

Net Short Term Gains (Losses)
From Partnerships(69,007)

ANDREA WAITT CARLTON FAMILY FOUNDATION

2016 FORM 990-PF

EIN: 86-0910220

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

(a)	(b)	(c) Date acquired	(d) Date sold	(h)Gain (Loss)
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NET LONG TERM CAPITAL GAINS (LOSSES)
FROM PARTNERSHIPS:

Clayton, Dubilier & Rice Fund VII, LP	P	Various	Various	36,890
Lime Rock Resources C, LP	P	Various	Various	(164,861)
MHR Institutional Partners II, LP	P	Various	Various	(10,875)
MHR Institutional Partners III, LP	P	Various	Various	(64,354)
IP III Blocker-I LP	P	Various	Various	10,520
New Mexico Community Capital Fund I, LP	P	Various	Various	15,836
Newport Asia Institutional Fund, LP	P	Various	Various	155,501
Palo Alto Fund II, LP	P	Various	Various	(15,194)
EIG Energy Fund XIV-A, LP	P	Various	Various	(214,171)
VCFA Venture Partners III, LP	P	Various	Various	2,599
Yorktown Energy Partners VII, LP	P	Various	Various	25,598
Yorktown Energy Partners VIII, LP	P	Various	Various	27,049
Yorktown Energy Partners X, LP	P	Various	Various	(122)

Net Long Term Gains (Losses)

From Partnerships

(195,584)

ANDREA WAITT CARLTON FAMILY FOUNDATION

2016 FORM 990-PF

EIN: 86-0910220

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

(a)	(b)	(c) Date acquired	(d) Date sold	(h) Gain (Loss)
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NET SEC 1231 GAINS (LOSSES)
FROM PARTNERSHIPS

Lime Rock Resources C, LP	P	Various	Various	8,586
EIG Energy Fund XIV-A, LP	P	Various	Various	89
Yorktown Energy Partners VII, LP	P	Various	Various	(460)
Yorktown Energy Partners VIII, LP	P	Various	Various	24,969
Yorktown Energy Partners X, LP	P	Various	Various	(660)
Yorktown Energy Partners XI, LP	P	Various	Various	1

Net Sec 1231 Gains (Losses)

From Partnerships

32,525

ANDREA WAITT CARLTON FAMILY FOUNDATION
2016 FORM 990-PF
PART XV, LINE 3b, GRANTS APPROVED FOR FUTURE PAYMENT

EIN: 86-0910220

Recipient Name and Address	Purpose of Grant	Amount Approved for Future Payment
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	Holiday Lights Display	250,000
The First Tee 425 South Legacy Trail St. Augustine, FL 32092	National trustee Program	400,000
The Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002	The AWC Family Foundation Director in the B. Kenneth Simon Center for Principles and Politics	250,000
Center for Great Apes P.O. Box 488 Wauchula, FL 33873	Nutritional and Veterinary Care Support - Operations	25,000
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	Legacy Gift for National Programs: Fund for America's Future	400,000
Ralston College P.O. Box 8302 1 W. Macon St. Savannah, GA 31412	Capacity Building Grant	125,000
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P.O. Box 839 Sanibel, FL 33957-0839	SCCF Sea Turtle Program -- Support for East End Surveys	20,000
Thistle Farms, Inc 5122 Charlotte Avenue Nashville, TN 37209	Sowing for a New Harvest Capital Campaign	50,000
Hillsdale College 33 East College St. Hillsdale, MI 49242	General Contribution	250,000

Part XV, Line 3b, Total Grants _____
Grants Approved for Future
Payment Paid **1,770,000**