

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning May 1, 2016, and ending April 30, 2017

03
04

Name of foundation
Amon G. Carter Star-Telegram Employees Fund

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. Box 17480

City or town, state or province, country, and ZIP or foreign postal code
Fort Worth, Texas 76102

A Employer identification number
75-6014850

B Telephone number (see instructions)
817-332-3535

C If exemption application is pending, check here ☐ **6**

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 ☐

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 **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **35,484,648**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,262	1,262		
	4 Dividends and interest from securities	1,085,524	1,085,524		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,458,539			
	b Gross sales price for all assets on line 6a 2,122,436				
	7 Capital gain net income (from Part IV, line 2)		1,458,539		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,545,325	2,545,325		
	13 Compensation of officers, directors, trustees, etc.	19,080	9,540		9,540
	14 Other employee salaries and wages	46,212	19,080		27,132
	15 Pension plans, employee benefits	4,995	2,190		2,805
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,873	5,873		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	17,684			17,684
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	36,713	1,796		26,197
	24 Total operating and administrative expenses. Add lines 13 through 23	130,557	38,479		83,358
	25 Contributions, gifts, grants paid	1,748,739			1,748,739
	26 Total expenses and disbursements. Add lines 24 and 25	1,879,296	38,479		1,832,097
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	666,029			
	b Net investment income (if negative, enter -0-)		2,506,846		
	c Adjusted net income (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	1,386,933	2,691,394	2,691,394
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	2,266	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 schedule) ▶			
		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)			
	b	Investments—corporate stock (attach schedule)	5,849,869	5,213,703	32,785,402
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ <u>Prepaid federal excise tax</u>)	32,920	7,852	7,852
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,271,988	7,912,949	35,484,648
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	17,792,778	19,251,317	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(10,520,790)	(11,338,368)	
	30	Total net assets or fund balances (see instructions)	7,271,988	7,912,949	
	31	Total liabilities and net assets/fund balances (see instructions)	7,271,988	7,912,949	

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	7,271,988
2	Enter amount from Part I, line 27a	2	666,029
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,938,017
5	Decreases not included in line 2 (itemize) ▶ <u>2016 Federal excise tax</u>	5	25,068
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,912,949

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	See Schedule #2			
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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				
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	1,458,539
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	11,729

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.

(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	1,536,734	32,646,454	4.7072
2014	1,657,301	33,783,954	4.9056
2013	1,225,738	32,288,524	3.7962
2012	1,306,825	29,475,766	4.4336
2011	1,185,981	26,693,937	4.4429
2	Total of line 1, column (d)		22.2855
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		4.4571
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		34,668,902
5	Multiply line 4 by line 3		1,545,228
6	Enter 1% of net investment income (1% of Part I, line 27b)		25,068
7	Add lines 5 and 6		1,570,296
8	Enter qualifying distributions from Part XII, line 4 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.		1,832,097

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 <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	25,068	
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		
3	Add lines 1 and 2	3	25,068	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	25,068	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	32,920	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	32,920	
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	7,852	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 7,852 Refunded	11		

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?	Yes	No
1a			✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		✓
	<i>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.</i>		
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. ▶ \$ <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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	✓
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?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Texas</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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	✓
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	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>None</u>	13	✓
14 The books are in care of ► <u>John H. Robinson</u> Telephone no. ► <u>817-332-2783</u> Located at ► <u>201 Main Street, #1945, Fort Worth, Texas</u> ZIP+4 ► <u>76102-3114</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	✓
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?	1c	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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.)	2b	✓
c 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____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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
NONE		

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

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 Not Applicable	
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 Not Applicable	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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	34,746,062
b	Average of monthly cash balances	1b	450,793
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	35,196,855
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	35,196,855
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	527,953
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,668,902
6	Minimum investment return. Enter 5% of line 5	6	1,733,445

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	1,733,445
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	25,068
c	Add lines 2a and 2b	2c	25,068
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,708,377
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,708,377
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	1,708,377

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	1,832,097
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	1,832,097
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	25,068
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,807,029

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				1,708,377
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			974,668	
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	0			
d From 2014	0			
e From 2015	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>1,832,097</u>				
a Applied to 2015, but not more than line 2a			974,668	
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				857,429
e Remaining amount distributed out of corpus	0			
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	0			
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				850,948
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	0			
10 Analysis of line 9:				
a Excess from 2012	0			
b Excess from 2013	0			
c Excess from 2014	0			
d Excess from 2015	0			
e Excess from 2016	0			

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

1a 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)

2a 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 $\frac{2}{3}$ 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

Mrs. Nenetta Tatum, President, 306 W. 7th Street, #440, Fort Worth, Texas 76102 817-332-3535

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 for medical hardship of Carter Publication retirees and scholarships for children of current employees. All other giving is local.

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 Schedule #4				
Total			▶	3a 1,748,739
b Approved for future payment				
Total			▶	3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion 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	1,262	
4	Dividends and interest from securities			14	1,085,524	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,458,539	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				2,545,325	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,545,325

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

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

[Signature] 12/12/18 **Secretary-Treasurer**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #1

# Shs	Corporate Stocks	Cost		Market
		4/30/16	4/30/17	4/30/17
3,125	ADT Corporation	86,586	0	0
55,000	A T & T	248,089	248,089	2,179,650
16,000	Bristol Myers Squibb	247,192	247,192	896,800
14,000	Chevron	54,719	54,719	1,493,800
10,000	Cisco Systems	194,636	194,636	340,700
30,000	Coca-Cola	78,053	78,053	1,294,500
20,000	Colgate Palmolive	17,857	0	0
25,000	Comcast Corporation	383,646	383,646	1,959,500
12,000	Conoco Phillips	53,636	53,636	574,920
9,000	DuPont	96,701	91,784	717,750
27,293	Ford Motor Company	90,958	90,958	313,051
45,000	General Electric	80,829	80,829	1,304,550
9,104	GlaxoSmithkline	51,745	51,745	372,354
25,000	Hartford Financial	428,736	428,736	1,209,000
3,415	Hewlett Packard	129,030	0	0
10,000	Ishares Trust MSCI Emerging Markets	362,262	362,262	400,600
12,000	International Business Machines	205,423	205,423	1,923,480
5,968	Johnson Controls	0	133,563	248,090
15,840	JP Morgan Chase	516,725	516,725	1,378,080
5,000	Kayne Anderson Energy	125,000	0	0
14,000	Microsoft Corporation	462,425	462,425	958,440
15,000	Nuveen Multi-Strategy Income	225,000	0	0
1,499	Pentair	47,748	0	0
20,000	Pepsico	96,294	96,294	2,265,600
80,640	Pfizer	485,466	485,466	2,735,309
24,000	Philip Morris	78,118	78,118	2,660,160
6,000	Phillips 66	15,940	15,940	477,360
32,000	Procter & Gamble	145,024	145,024	2,794,560
15,000	Target	408,718	408,718	837,750
6,250	T E Connectivity	201,314	201,314	483,562
6,250	Tyco International	133,591	0	0
26,784	Unilever N.V.	41,668	41,668	1,399,196
8,000	3 M Company	56,740	56,740	1,566,640
Total, Page 2, Part II, Line 10b		<u>5,849,869</u>	<u>5,213,703</u>	<u>32,785,402</u>

Schedule #2

Capital Gains and Losses for Tax on Investment Income

[illegible]

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #3

	<u>Total</u>	<u>Investment</u>	<u>Charitable</u>
<u>Taxes</u>			
Withheld taxes on foreign dividends	<u>5,873</u>	<u>5,873</u>	
Total, Part I, Line 18	<u><u>5,873</u></u>	<u><u>5,873</u></u>	<u><u>0</u></u>
<u>Other Expenses</u>			
Programs offered to all Star- Telegram employees	17,441		8,721
Programs offered to all Star- Telegram retirees	13,655		13,655
Bank analysis and wire fees	1,796	1,796	
Insurance	425		425
Office expense	812		812
Postage	224		224
Telephone	<u>2,360</u>		<u>2,360</u>
Total, Part I, Line 23	<u><u>36,713</u></u>	<u><u>1,796</u></u>	<u><u>26,197</u></u>

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017



Schedule #4

Contributions, Gifts, and Grants

For the financial aid and assistance of qualified "beneficiaries" as defined in Article II of the Articles of Incorporation of the Amon G Carter Star-Telegram Employees Fund, Fort Worth, TX.

TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP

Albert Adams	117
Patty Adams	759
David Barnes	2,097
Beverly Bird	118
James Blackwell	1,414
Clint Bourland	4,840
Ray Bowden	295
Virginia Bracken	1,112
Bobby J Brown	914
Charles Brown	654
Wayne Brown	71
Charlcia Bullard	224
Frank Burcie	1,539
C J Campbell	1,168
Owen Carter	5,000
Jack Chaney	759
Sam Clark	445
Charles Clines	355
Allen Collett, Jr.	416
Donald Cook	668
Ray Cooley	325
Mary Jo Cornelius	2,165
Richard Crabb	2,494
Loquita Craig	708
Jimmy Darnell	5,000
Dalton Davis	356
Wilburn Davis	754
Joyce Dorman	522
Haskell Dotson	1,751
Charlene Downing	500
Allen Eitel	2,268
Jerry Ezell	397
Eugene Farris	965
Helen Gambrell	566

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #4

**TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)**

	<u>Amount</u>
Peggy Gilliland	457
Billy Glover	2,783
Gene Gramling	682
Richard Greene	686
Donald Greer	3,918
Ruth Hamilton	43
Amelia Hansen	2,738
Patsy Hardin	398
Edward Harlow	648
John Harris	639
Joe Harrison	1,648
Dennis Helm	895
Jim Helms	324
Wanda Helton	1,957
Barbara Hinshaw	77
Louis Hudson	428
Virgil Hughes	1,671
Thomas Johannessen	879
Cecil Johnson	180
Jim Johnson	1,683
Carol Jones	1,035
Helen Jones	1,133
Jim Jones	2,194
Raymond Jordan	1,220
Alice Kelly	1,233
Willis Knight	320
Edwin Lane	553
Jennilu Lewis	284
Margaret Liggett	884
Mansel Madden	1,302
Jean Martindale	986
Earl McAfee	297
Mabel McCall	1,421
Robert McClendon	1,989
Jon McConal	4,060
Richard McElvany	1,939
Marye McIlwain	3,667
Doyle Meador	877

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #4

TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)

	<u>Amount</u>
Helen Mireless	339
Bobbie Mitchell	484
Edna Mitchell	508
Melton Monasco	770
Billie Moore	1,562
Janet Moore	282
Michael Neace	1,238
Walden Nida	287
Raymond O'Brien	2,870
Alicia Pearson	293
Walter Pearson	195
Donald Phillips	513
Leann Pierce	5,000
Tony Pierce	208
Mary Ann Potter	1,573
Paul Rainbolt	270
Bill Ramsey	3,481
Margaret Rawle	939
Pat Record	1,125
Jim Reeves	229
Barbara Richardson	1,045
Kara Rogge	447
Dorothy Schneider	212
Barbara Smith	1,465
Bevie Smith	137
Carolyn Smith	3,578
Charles Smith	826
Helen Snedeker	242
Rufus Snedeker	419
R. C. Stapp	558
Perry Stewart	543
Charles Strickland	633
George Studdard	404
Roger Summers	1,355
Carol Tetts	1,011
Sammy Tork	449
Thomas Torrans	104
Fred Trebing, Jr.	37

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #4

**TO REIMBURSE BENEFICIARIES UNUSUAL MEDICAL
EXPENSES OR OTHER UNDUE HARDSHIP (continued)**

	<u>Amount</u>
Ruthann Truly	1,238
Harry VanArsdel	748
I N Walker	601
Joe Walker	3,934
Katherine Walker	221
Billy Wall	1,439
Betty Ward	832
J P Watson, Jr	697
Betty Watts	192
Weldon Whiteman	1,588
James Wilkerson	1,462
Galyn Wilkins	467
Wanda Wilkins	876
Herbert Williams	494
Steve Winters	1,478
Roberta Wygant	717
Bill Youngblood	1,260
Sub-total of Unusual Medical and/or Hardship	<u>143,739</u>

**SCHOLARSHIPS AWARDED ON A MERIT BASIS TO CHILDREN OF
EMPLOYEES OF FORT WORTH STAR-TELEGRAM**

Dominique Benford	1,000
Andrew Bosler	3,000
Tye Byars	3,000
Christina DeSantiago	5,000
Dansa Densmore	3,000
Draye Densmore	3,000
Sentell Dickson	3,000
Brian Gardner	3,000
Emily Hailey	3,000
Monica Hailey	5,000
Gabriella Humphrey	3,000
Samuel Kaskovich	5,000
Katherine Keatley	3,000
Jacob Mallison	3,000
Colbie Page	3,000
Andrew Pinckney	3,000

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017

Schedule #4

**SCHOLARSHIPS AWARDED ON A MERIT BASIS TO CHILDREN OF
EMPLOYEES OF FORT WORTH STAR-TELEGRAM (continued)**

Hayden Redmon	3,000
Mary Caroline Shreve	5,000
Joseph Straussman	2,500
Amy Vandegriff	5,000
Annie Vandegriff	5,000
Alanna Walczak	1,500
Sub-total Scholarships	74,000

OTHER GIFTS

ACH Child and Family Center	Fort Worth, TX	5,000
Allied Theatre Group	Fort Worth, TX	10,000
Amon Carter Museum	Fort Worth, TX	90,000
Amphibian Productions	Fort Worth, TX	10,000
Arlington Life Shelter	Arlington, TX	20,000
BAC Education Foundation	Fort Worth, TX	15,000
Ballet Concerto	Fort Worth, TX	10,000
Boys and Girls Clubs of Greater Fort Worth	Fort Worth, TX	10,500
Boy Scouts of America--Longhorn Council	Fort Worth, TX	10,000
Camp Fire USA--First Texas Council	Fort Worth, TX	35,000
Cancer Care Services	Fort Worth, TX	10,000
Casa Manana Theatre	Fort Worth, TX	15,000
CASA of Tarrant County	Fort Worth, TX	15,000
Catholic Charities Diocese of Fort Worth	Fort Worth, TX	10,000
Center for Transforming Lives	Fort Worth, TX	10,000
Circle Theatre	Fort Worth, TX	20,000
Communities in Schools of Tarrant County	Fort Worth, TX	10,000
Community Storehouse	Keller, TX	20,000
Cornerstone Assistance Network	Fort Worth, TX	10,000
Cuisine for Healing	Fort Worth, TX	15,000
Depression Connection	Fort Worth, TX	7,500
Fort Worth CAN Academies	Fort Worth, TX	20,000
Fort Worth Chamber Foundation	Fort Worth, TX	7,500
Fort Worth Country Day--Breakthrough	Fort Worth, TX	20,000
Fort Worth Museum of Science and History	Fort Worth, TX	25,000
Fort Worth Opera	Fort Worth, TX	20,000
Fort Worth Police Award Foundation	Fort Worth, TX	5,000
Fort Worth Sister Cities	Fort Worth, TX	15,000

AMON G. CARTER STAR TELEGRAM EMPLOYEES FUND

75-6014850

Fort Worth, Texas

Form 990-PF

Year Ended April 30, 2017



Schedule #4

OTHER GIFTS (continued)

Fort Worth Star Telegram Charities	Fort Worth, TX	10,000
Fort Worth Symphony	Fort Worth, TX	10,000
Fort Worth Zoological Association	Fort Worth, TX	250,000
Gill Children's Services	Fort Worth, TX	10,000
Hope Prison Ministries	Fort Worth, TX	5,000
Housing Opportunities of Fort Worth	Fort Worth, TX	10,000
Imagination Celebration	Fort Worth, TX	10,000
Immunization Collaboration	Fort Worth, TX	10,000
Jewel Charity	Fort Worth, TX	10,000
Junior Achievement of the Chisholm Trail	Fort Worth, TX	5,000
Juvenile Diabetes Research Foundation	Fort Worth, TX	10,000
Ladder Alliance	Fort Worth, TX	10,000
Live Thankfully	Fort Worth, TX	10,000
Make-a-Wish Foundation North Texas	Fort Worth, TX	25,000
Mayfest, Inc.	Fort Worth, TX	17,500
New Key School	Fort Worth, TX	10,000
Pacific Youth Correctional Ministries	Redlands, CA	7,500
Performing Arts Fort Worth	Fort Worth, TX	15,000
Presbyterian Night Shelter	Fort Worth, TX	15,000
Project HandUp	Grapevine, TX	100,000
SafeHaven of Tarrant County	Fort Worth, TX	10,000
Score a Goal in the Classroom	Fort Worth, TX	10,000
Senior Citizen Services of Tarrant County	Fort Worth, TX	10,000
STAR Sponsorship Program	Fort Worth, TX	15,000
Susan G Komen Breast Cancer Foundation	Fort Worth, TX	10,000
Texas Ballet Theatre	Fort Worth, TX	55,000
Texas Christian University	Fort Worth, TX	30,500
Trinity Habitat for Humanity	Fort Worth, TX	10,000
Texas Health Resource Foundation	Fort Worth, TX	100,000
Texas Wesleyan University	Fort Worth, TX	100,000
University of North Texas	Denton, TX	100,000
University of North Texas Health Science Center	Fort Worth, TX	25,000
WARM Place	Fort Worth, TX	10,000
Wings of Hope Equitherapy	Burleson, TX	10,000
Women Steering Business	Fort Worth, TX	5,000
Youth Orchestra of Greater Fort Worth	Fort Worth, TX	10,000
Sub-total Other Gifts		<u>1,531,000</u>

GRAND TOTAL OF CONTRIBUTIONS, GIFTS, AND GRANTS

Page 1, Line 25; Page 11, Part XV, Line 3(a)

1,748,739