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Form **990-PF**

Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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 — Room/suite:

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: [X] 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) ▶$ 59,548,568.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

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).)

	Line	(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	0.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,118.	23,118.		STATEMENT 1
	4 Dividends and interest from securities	690,275.	690,275.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,336,342.			
	b Gross sales price for all assets on line 6a 18,914,857.				
	7 Capital gain net income (from Part IV, line 2)		17,336,342.		
	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	47,128.	<19,748.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	18,096,863.	18,029,987.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	258,000.	27,440.		230,560.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	23,255.	2,326.		20,929.
	16a Legal fees STMT 4	17,590.	1,759.		15,831.
	b Accounting fees STMT 5	38,601.	3,860.		34,741.
	c Other professional fees STMT 6	44,293.	44,293.		0.
	17 Interest	197.	0.		0.
	18 Taxes STMT 7	338,306.	8,492.		10,151.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	194,060.	136,513.		55,011.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	914,302.	224,683.		367,223.
	25 Contributions, gifts, grants paid	2,837,500.			2,837,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,751,802.	224,683.		3,204,723.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	14,345,061.			
	b **Net investment income** (if negative, enter -0-)		17,805,304.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	19,317.	69,646.	69,646.
	2	Savings and temporary cash investments	6,133,803.	1,157,529.	1,157,529.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	30,115,303.	51,275,392.	58,106,052.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ RECEIVABLES)	2,230,309.	215,341.	215,341.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	38,498,732.	52,717,908.	59,548,568.
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 ▶ PAYROLL TAXES AND)	1,717.	2,160.	
	23	**Total liabilities** (add lines 17 through 22)	1,717.	2,160.	
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 ▶ [X] 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	38,497,015.	52,715,748.	
	30	**Total net assets or fund balances**	38,497,015.	52,715,748.	
	31	**Total liabilities and net assets/fund balances**	38,498,732.	52,717,908.	

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	38,497,015.
2	Enter amount from Part I, line 27a	2	14,345,061.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	52,842,076.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	126,328.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,715,748.

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

	(a) List and describe the kind(s) of property sold (for example, 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	18,914,857.		1,578,515.	17,336,342.

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				17,336,342.

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	17,336,342.
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 doesn't 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))
2016	2,534,000.	52,475,382.	.048289
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

2	**Total** of line 1, column (d)	2	.249929
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049986
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	57,317,715.
5	Multiply line 4 by line 3	5	2,865,083.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	178,053.
7	Add lines 5 and 6	7	3,043,136.
8	Enter qualifying distributions from Part XII, line 4	8	3,204,723.

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 ▶ [X] and enter 1% of Part I, line 27b		1	178,053.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3	Add lines 1 and 2		3	178,053.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	178,053.
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 185,000.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 250,000.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	435,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	1,898.
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	255,049.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 110,000. **Refunded** ▶		11	145,049.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ______, ______, ______, ______			
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 2017 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 2017.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2017?	4b		X

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

		Yes	No
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	5b		
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?	6b		X
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		

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

1 List all officers, directors, trustees, and 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 12		258,000.	9,360.	6,971.

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.

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	48,778,275.
b	Average of monthly cash balances		1b	9,412,299.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	58,190,574.
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	58,190,574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	872,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	57,317,715.
6	**Minimum investment return.** Enter 5% of line 5		6	2,865,886.

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	2,865,886.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 178,053.		
b	Income tax for 2017. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	178,053.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,687,833.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,687,833.
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	2,687,833.

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	3,204,723.
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	3,204,723.
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	178,053.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,026,670.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,687,833.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 89,264.				
b From 2013 43,530.				
c From 2014 15,033.				
d From 2015 49,454.				
e From 2016 54,894.				
f **Total** of lines 3a through e	252,175.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 3,204,723.				
a Applied to 2016, 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 2017 distributable amount				2,687,833.
e Remaining amount distributed out of corpus	516,890.			
5 Excess distributions carryover applied to 2017 (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	769,065.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	89,264.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	679,801.			
10 Analysis of line 9:				
a Excess from 2013 43,530.				
b Excess from 2014 15,033.				
c Excess from 2015 49,454.				
d Excess from 2016 54,894.				
e Excess from 2017 516,890.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ANDREA WAITT CARLTON

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

SEE STATEMENT 13

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 14	NONE	PUBLIC CHARITY	SEE STATEMENT 14	2,837,500.
Total			▶ 3a	2,837,500.
b *Approved for future payment*				
SEE STATEMENT 18	NONE	PUBLIC CHARITY	SEE STATEMENT 18	3,540,000.
Total			▶ 3b	3,540,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	23,118.	
4 Dividends and interest from securities			14	690,275.	
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			14	47,128.	
8 Gain or (loss) from sales of assets other than inventory			18	17,336,342.	
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)		0.		18,096,863.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 18,096,863.

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

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

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

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 of officer or trustee: [signature] Date: 11/5/18 Title: Executive Director

May the IRS discuss this return with the preparer shown below? See instr [X] Yes No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
D. MATT MUEHLING	[signature]	11/1/2018		P01281215

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 1601 DODGE STREET, SUITE 3100 OMAHA, NE 68102 — Phone no. 402-346-7788

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 15			
b	FROM PARTNERSHIPS-LT GAINS/LOSSES STMT 16	P		
c	FROM PARTNERSHIPS-SEC 1231 GAINS/LOSSES STMT 17	P		
d	DIAMONDBACK ENERGY INC	P		
e	HARBOR SMALL CAP GROWTH	P		
f	OZ OVERSEAS FUND- GAIN ON REDEMPTION	P		
g	VIKING GLOBAL EQUITIES- GAIN ON REDEMPTION	P		
h	NEWPORT ASIA- LOSS ON REDEMPTION	P		
i	CLAYTON VII-LOSS ON REDEMPTION	P		
j	PALO ALTO II- GAIN ON REDEMPTION	P		
k	INDUS STRUCTURED FINANCE FUND- LOSS ON REDEMPTION	P		
l	VANGUARD DIVIDEND FUND- LOSS ON SALE	P		
m	PIMCO- SHORT TERM LOSS			
n	EUROPACIFIC LONG TERM FUND CAPITAL GAIN DISTRIBUT	P		
o	JP MORGAN- MANAGED FUND 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			181,948.	<181,948.>
b	1,944,863.			1,944,863.
c	146,125.			146,125.
d	34,416.		34,494.	<78.>
e	1,419,908.		1,000,000.	419,908.
f	2,206,543.			2,206,543.
g	6,457,773.			6,457,773.
h			2,596.	<2,596.>
i			8,304.	<8,304.>
j	3,082.			3,082.
k			343,938.	<343,938.>
l	4,282,278.			4,282,278.
m			6,660.	<6,660.>
n	78,519.			78,519.
o	33,600.			33,600.

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				<181,948.>
b				1,944,863.
c				146,125.
d				<78.>
e				419,908.
f				2,206,543.
g				6,457,773.
h				<2,596.>
i				<8,304.>
j				3,082.
k				<343,938.>
l				4,282,278.
m				<6,660.>
n				78,519.
o				33,600.

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

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	JP MORGAN- MANAGED FUND LT CAPITAL GAIN DISTRIBUT	P		
b	EIG XC- LOSS ON REDEMPTION	P		
c	AMERICAN EUROPACIFIC GROWTH FUND- GAIN ON SALE	P		
d	VANGUARD LONG TERM FUND-CAPITAL GAIN DISTRIBUTION	P		
e	JP MORGAN- MANAGED FUND- LT GAIN	P		
f	JP MORGAN- TRIBUTARY ACCT- ST GAIN	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	137,060.			137,060.
b			575.	<575.>
c	2,037,213.			2,037,213.
d	35,230.			35,230.
e	97,104.			97,104.
f	1,143.			1,143.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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				137,060.
b				<575.>
c				2,037,213.
d				35,230.
e				97,104.
f				1,143.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	17,336,342.
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

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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	271.	271.	
CLAYTON, DUBILIER & RICE FUND VII, LP	62.	62.	
EIG ENERGY FUND XIV-A, LP	3,961.	3,961.	
IP III BLOCKER-I LP - AIV OF MHR IP III LP	327.	327.	
JP MORGAN- OPERATING	7,322.	7,322.	
JPM MANAGED FUND	4,324.	4,324.	
JPM TRIBUTARY FUND	66.	66.	
MHR INSTITUTIONAL PARTNERS II, LP	71.	71.	
MHR INSTITUTIONAL PARTNERS III, LP	105.	105.	
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	63.	63.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	89.	89.	
PALO ALTO FUND II, LP	144.	144.	
VCFA VENTURE PARTNERS III, LP	4.	4.	
YORKTOWN ENERGY PARTNERS VII, LP	26.	26.	
YORKTOWN ENERGY PARTNERS VIII, LP	2,154.	2,154.	
YORKTOWN ENERGY PARTNERS X, LP	1,831.	1,831.	
YORKTOWN ENERGY PARTNERS XI, LP	2,298.	2,298.	
TOTAL TO PART I, LINE 3	23,118.	23,118.	

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	16,770.	0.	16,770.	16,770.	
CLAYTON, DUBILIER & RICE FUND VII LP	1,034.	0.	1,034.	1,034.	
JP MORGAN - MANAGED FUND	448,601.	0.	448,601.	448,601.	
JP MORGAN -TRIBUTARY FUND	1,324.	0.	1,324.	1,324.	
MHR INSTITUTIONAL PARTNERS III, LP	223.	0.	223.	223.	
NEWPORT ASIA INSTITUTIONAL FUND, LP	66,152.	0.	66,152.	66,152.	
PIMCO	12,008.	0.	12,008.	12,008.	
VANGUARD	140,759.	0.	140,759.	140,759.	
VCFA VENTURE PARTNERS III, LP	13.	0.	13.	13.	
YORKTOWN ENERGY PARTNERS VII, LP	1,355.	0.	1,355.	1,355.	
YORKTOWN ENERGY PARTNERS VIII, LP	1,561.	0.	1,561.	1,561.	
YORKTOWN ENERGY PARTNERS X, LP	337.	0.	337.	337.	
YORKTOWN ENERGY PARTNERS XI, LO	138.	0.	138.	138.	
TO PART I, LINE 4	690,275.	0.	690,275.	690,275.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MHR INSTITUTIONAL PARTNERS III- ORDINARY INCOME	<25.>	<25.>	
EIG ENERGY FUND XC, LP- ORDINARY INCOME	<8,578.>	<8,578.>	
VCFA VENTURE PARTNERS III, LP- ORDINARY INCOME	2.	2.	
YORKTOWN ENERGY PARTNERS VII- ORDINARY INCOME	12,254.	12,254.	
YORKTOWN ENERGY PARTNERS VIII- ORDINARY INCOME	6,656.	6,656.	
YORKTOWN ENERGY PARTNERS X- ORDINARY INCOME	<9,207.>	<9,207.>	
YORKTOWN ENERGY PARTNERS XI- ORDINARY INCOME	<55,577.>	<55,577.>	

VCFA VENTURE PARTNERS III, LP- RENTAL REAL ESTATE	3.	3.	
YORKTOWN ENERGY PARTNERS VII- RENTAL REAL ESTATE	5.	5.	
YORKTOWN ENERGY PARTNERS VIII- RENTAL REAL ESTATE	17.	17.	
YORKTOWN ENERGY PARTNERS X- RENTAL REAL ESTATE	15.	15.	
YORKTOWN ENERGY PARTNERS VII- OTHER NET RENTAL INCOME	43.	43.	
YORKTOWN ENERGY PARTNERS VIII- OTHER NET RENTAL INCOME	17.	17.	
YORKTOWN ENERGY PARTNERS X- GUARENTEED PAYMENTS	176.	176.	
YORKTOWN ENERGY PARTNERS XI- GUARENTEED PAYMENTS	457.	457.	
PALO ALTO FUND II- ROYALTIES	1,347.	1,347.	
EIG ENERGY FUND XC, LP- ROYALTIES	346.	346.	
EIG ENERGY FUND, XIV-A LP- ROYALTIES	174.	174.	
YORKTOWN ENERGY PARTNERS VII- ROYALTIES	1,905.	1,905.	
YORKTOWN ENERGY PARTNERS VIII- ROYALTIES	5,596.	5,596.	
YORKTOWN ENERGY PARTNERS X- ROYALTIES	8,295.	8,295.	
YORKTOWN ENERGY PARTNERS XI- ROYALTIES	565.	565.	
EIG ENERGY FUND XIV-A, LP- OTHER PORTFOLIO INCOME	<1,003.>	<1,003.>	
YORKTOWN ENERGY PARTNERS X- OTHER PORTFOLIO INCOME	2.	2.	
EIG ENERGY FUND XIV-A, LP- CANCELLATION OF INDEBTEDNESS	9,845.	9,845.	
NEW MEXICO COMMUNITY CAPITAL FUND- OTHER INCOME	724.	724.	
EIG ENERGY FUND XIV-A, LP- OTHER INCOME	<3,404.>	<3,404.>	
YORKTOWN ENERGY PARTNERS VII- OTHER INCOME	2,299.	2,299.	
YORKTOWN ENERGY PARTNERS VIII- OTHER INCOME	1,393.	1,393.	
YORKTOWN ENERGY PARTNERS X- OTHER INCOME	4,695.	4,695.	
YORKTOWN ENERGY PARTNERS XI- OTHER INCOME	29.	29.	
NEWPORT ASIA INSTITUTIONAL FUND- SEC 988 INCOME	<2,270.>	<2,270.>	
REFUNDS AND REIMBURSEMENTS	66,876.	0.	
EIG ENERGY FUND XIV-A, LP- SUSPENDED LOSS	3,404.	3,404.	
YORKTOWN ENERGY PARTNERS X- OTHER INCOME	52.	52.	
TOTAL TO FORM 990-PF, PART I, LINE 11	47,128.	<19,748.>	

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	17,590.	1,759.		15,831.
TO FM 990-PF, PG 1, LN 16A	17,590.	1,759.		15,831.

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	38,601.	3,860.		34,741.
TO FORM 990-PF, PG 1, LN 16B	38,601.	3,860.		34,741.

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	2,661.	2,661.		0.
INVESTMENT MANAGEMENT FEES	6,263.	6,263.		0.
TO FORM 990-PF, PG 1, LN 16C	44,293.	44,293.		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	11,279.	1,128.		10,151.
FOREIGN TAXES	7,435.	7,435.		0.
EXCISE TAXES	319,663.	0.		0.
STATE WITHHOLDING TAXES	<71.>	<71.>		0.
TO FORM 990-PF, PG 1, LN 18	338,306.	8,492.		10,151.

FORM 990-PF	OTHER EXPENSES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS, REFERENCE MATERIALS	627.	0.		627.
DUES, FEES, & SUBSCRIPTIONS	17,971.	0.		17,971.
INSURANCE	1,250.	0.		1,250.
SOFTWARE EXPENSE	6,299.	0.		6,299.
MEALS & ENTERTAINMENT	6,000.	0.		6,000.
POSTAGE & SHIPPING	845.	0.		845.
PUBLIC RELATIONS	2,834.	0.		2,834.
TRAVEL	18,446.	0.		18,446.
PASSTHROUGH-CASH CONTRIBUTIONS	45.	0.		45.
PASSTHROUGH-2% PORTFOLIO INCOME DEDUCTIONS	118,033.	118,033.		0.
PASSTHROUGH-OTHER DEDUCTIONS	4,938.	4,938.		0.
PASSTHROUGH-OTHER DEDUCTIONS ROYALTY	13,520.	13,520.		0.
PASSTHROUGH-NON DEDUCTIBLE EXPENSES	2,536.	0.		0.
PASSTHROUGH-PORTFOLIO INCOME DEDUCTIONS	22.	22.		0.
OFFICE SUPPLIES	694.	0.		694.
TO FORM 990-PF, PG 1, LN 23	194,060.	136,513.		55,011.

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

DESCRIPTION	AMOUNT
59(E)(2) EXPENDITURES/DEPLETION REPORTED ON FORM 990-T	126,328.
TOTAL TO FORM 990-PF, PART III, LINE 5	126,328.

ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ETON PARK OVERSEAS FUND LTD	FMV	255,375.	97,710.
INDUS ASIA PACIFIC DISTRIBUTION HOLDING CO.	FMV	22,704.	11,560.
JP MORGAN-MANAGED FUND	FMV	40,785,590.	41,855,025.
KYLIN FUND LP	FMV	2,500,000.	2,493,827.
MAVERICK FUND, LTD.	FMV	1,500,000.	3,327,731.
MHR INSTITUTIONAL PARTNERS II	FMV	297,224.	624,369.
MHR INSTITUTIONAL PARTNERS III	FMV	447,768.	741,156.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	25,009.	28,662.
OZ OVERSEAS FUND, LTD.	FMV	0.	11,757.
PERRY PARTNERS INTERNATIONAL	FMV	<11,671.>	58,364.
ROCK SPRINGS CAPITAL FUND LP	FMV	1,000,000.	1,406,418.
SOWOOD ALPHA FUND	FMV	491,203.	4,244.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,038,519.	3,877,014.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	27,677.	5,116.
VCFA VENTURE PARTNERS III	FMV	<3,636.>	11,611.
YORKTOWN ENERGY PARTNERS VII	FMV	534,488.	368,624.
YORKTOWN ENERGY PARTNERS VIII	FMV	518,482.	600,518.
YORKTOWN ENERGY PARTNERS X	FMV	563,025.	1,024,008.
YORKTOWN ENERGY PARTNERS XI	FMV	509,435.	882,682.
CONVEXITY CAPITAL OFFSHORE LP	FMV	0.	185,918.
CLAYTON, DUBILIER & RICE X	FMV	<7,112.>	<10,043.>
EIG ENERGY FUND XIV	FMV	513,772.	248,743.
GREEN EQUITY INVESTORS VII, LP	FMV	267,540.	251,038.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,275,392.	58,106,052.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES AND WITHHOLDINGS PAYABLE	1,717.	2,160.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,717.	2,160.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

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.	2,330.
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.	1,083.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	234,000.	9,360.	3,558.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		258,000.	9,360.	6,971.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

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
2017 FORM 990-PF
PART XV, LINE 3B, 2017 GRANTS PAID

EIN 86-0910220

Grantee Organization	Foundation Status	Amount	Payment / Check Date
American Bird Conservancy 4249 Loudoun Ave P O Box 249 The Plains, VA 20198	PC	$5,000 00	12/18/2017
American Society for the Prevention of Cruelty to Animals 520 8th Avenue, 7th Floor New York, NY 10018	PC	$5,000 00	12/18/2017
Beech Elementary School 3120 Long Hollow Pike Hendersonville, TN 37075	PC	$2,000 00	12/18/2017
Cheyenne Mountain Zoo 4250 Cheyenne Mt Zoo Rd Colorado Springs, CO 80906	PC	$5,000 00	12/18/2017
Children Are People 117 East Winchester Street Gallatin, TN 37066	PC	$2,000 00	12/18/2017
Children's Home Society of South Dakota 801 North Sycamore P O Box 1749 Sioux Falls, SD 57101-1749	PC	$3,000 00	12/18/2017
Christian Leadership Concepts PO Box 3645 Brentwood, TN 37064	PC	$2,000 00	12/18/2017
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	$15,000 00	12/18/2017
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	$5,000 00	12/18/2017
Court Appointed Special Advocates 182 West Franklin Street Gallatin, TN 37066	PC	$2,000 00	12/18/2017
Ding Darling Wildlife Society PO Box 565 Sanibel, FL 33957	PC	$10,000 00	12/18/2017
Doane College Advancement Office 1014 Boswell Ave Crete, NE 68333-2430	PC	$3,000 00	12/18/2017
Furman University 3300 Poinsett Highway Greenville, SC 29613	PC	$50,000 00	12/18/2017
Grace Place Ministry, Inc 176 Walton Trace S Hendersonville, TN 37075	PC	$2,000 00	12/18/2017
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	PC	$1,000 00	12/18/2017
Hope Clinic For Women 1810 Hayes Street Nashville, TN 37203	PC	$1,000 00	12/18/2017
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	PC	$25,000 00	12/18/2017
Lead Opera House PO Box 412 Lead, SD 57754	PC	$5,000 00	12/18/2017

Martha Obryan Center Inc 711 South Seventh Street Nashville, TN 37206	PC	$15,000 00	12/18/2017
Miracle League of Music City Po Box 50710 Nashville, TN 37205	PC	$2,500 00	12/18/2017
Miracle League of Music City Po Box 50710 Nashville, TN 37205	PC	$2,500 00	12/18/2017
Miracle League of Music City Po Box 50710 Nashville, TN 37205	PC	$1,000 00	12/18/2017
Nashville Fellowship of Christian Athletes 449 Metroplex Drive Nashville, TN 37221	PC	$5,000 00	12/18/2017
Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	PC	$2,500 00	12/18/2017
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	PC	$25,000 00	12/18/2017
Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	PC	$10,000 00	12/18/2017
Ralston College P O Box 8302 1 W Macon St Savannah, GA 31412	PC	$125,000 00	12/18/2017
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	PC	$25,000 00	12/18/2017
Safe Haven Family Shelter 1234 Third Avenue South Nashville, TN 37210	PC	$2,500 00	12/18/2017
Safe Haven Family Shelter 1234 Third Avenue South Nashville, TN 37210	PC	$1,000 00	12/18/2017
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	PC	$1,000 00	12/18/2017
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	PC	$2,500 00	12/18/2017
Samaritan's Purse P O Box 3000 Boone, NC 28607	PC	$10,000 00	12/18/2017
Save the Chimps PO Box 12220 F/K/A Center for Captive Chimpanzee Care Ft Pierce, FL 34979	PC	$10,000 00	12/18/2017
Sea Shepherd Conservation Society PO Box 2616 Alexandria, VA 22306	PC	$2,500 00	12/18/2017
Shakespeare Garden Society of Wessington Springs 23358 385th Ave Wessington Springs, SD 57382	PC	$1,000 00	12/18/2017
Spencer Wesleyan Church P O Box 313 Spencer, NE 68777	PC	$3,000 00	12/18/2017
Springs Area Council of the Arts PO Box 306 Wessington Springs, SD 57382	PC	$2,500 00	12/18/2017

EIN 86-0910220

Stepping Stone Communities 9700 Old Coal Mine Ave Littleton, CO 80123	PC	$5,000 00	12/18/2017
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	PC	$10,000 00	12/18/2017
Tennessee Wildlife Federation 300 Orlando Avenue, #200 Nashville, TN 37209	PC	$100,000 00	12/18/2017
Tennessee World Affairs Council 1900 Belmont Blvd Nashville, TN 37212	PC	$20,000 00	12/18/2017
The American Conservative 910 17th St NW Suite 312 Washington, DC 20006	PC	$10,000 00	12/18/2017
The Bridge Ministry Inc P O Box 463 Goodlettsville, TN 37070	PC	$2,500 00	12/18/2017
The Nashville Food Project 3605 Hillsboro Pike Nashville, TN 37215	PC	$20,000 00	12/18/2017
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	PC	$10,000 00	12/18/2017
Twin City Animal Shelter PO Box 610 Lead, SD 57754	PC	$2,000 00	12/18/2017
Undercover Project PO Box 120092 Nashville, TN 37212-0092	PC	$500 00	12/18/2017
Vanderbilt University Medical Center 3322 West End Avenue, Suite 900 Nashville, TN 37203	PC	$100,000 00	12/18/2017
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	PC	$25,000 00	12/18/2017
Saddle Up! 1549 Old Hillsboro Road Franklin, TN 37069	PC	$10,000 00	12/15/2017
Performing Animal Welfare Society P O Box 849 Galt, CA 95632	PC	$5,000 00	11/30/2017
Pet Community Center Inc 943-B Dr Richard G Adams Drive Nashville, TN 37207	PC	$5,000 00	11/30/2017
Williamson County Parks and Recreation 1120 Hillsboro Road Franklin, TN 37064	PC	$1,500 00	11/15/2017
Agape Animal rescue PO BOX 292766 Nashville, TN 37229	PC	$20,000 00	10/3/2017
Elephant Sanctuary PO Box 393 Hohenwald, TN 38462-0393	PC	$20,000 00	10/3/2017
FreedomWorks Foundation 400 North Capitol Street NW Suite 765 Washington, DC 20001	PC	$15,000 00	10/3/2017
Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	PC	$20,000 00	10/3/2017

Jennifer Oneill Ministries Inc 30 Hillenglade Drive Nashville, TN 37207	PC	$10,000 00	10/3/2017
Lakes Area Extrication Unit Milford Rescue Fire Department Box 499 Milford, IA 51351	PC	$10,000 00	10/3/2017
Land Trust for Tennessee 209 10th Avenue South, Suite 327 Nashville, TN 37203-7105	PC	$20,000 00	10/3/2017
Leadership Institute 1101 N Highland Street Arlington, VA 22201	PC	$15,000 00	10/3/2017
Lipscomb University One University Park Drive Nashville, TN 37204	PC	$20,000 00	10/3/2017
Loggerhead Marinelife Center Inc 14200 US Highway One Juno Beach, FL 33408	PC	$10,000 00	10/3/2017
Pet Community Center Inc 943-B Dr Richard G Adams Drive Nashville, TN 37207	PC	$18,500 00	10/3/2017
Samaritan's Purse P O Box 3000 Boone, NC 28607	PC	$10,000 00	10/3/2017
Second Harvest Food Bank 331 Great Circle Road Nashville, TN 37228	PC	$25,000 00	10/3/2017
Siloam Family Health Center 820 Gale Lane Nashville, TN 37204	PC	$10,000 00	10/3/2017
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	PC	$5,000 00	10/3/2017
Special Kids 2208 E Main Street Murfreesboro, TN 37130	PC	$5,000 00	10/3/2017
Tennessee World Affairs Council 1900 Belmont Blvd Nashville, TN 37212	PC	$20,000 00	10/3/2017
The Crossroads Campus 707 Monroe St Nashville, TN 37208	PC	$20,000 00	10/3/2017
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	PC	$25,000 00	10/3/2017
Heritage Foundation, The 214 Massachussetts Avenue, NE Washington, DC 20002	PC	$250,000 00	10/2/2017
Hillsdale College 33 E College Street Hillsdale, MI 49242	PC	$75,000 00	10/2/2017
Nashville Area Red Cross Headquarters 2201 Charlotte Avenue Nashville, TN 37203	PC	$10,000 00	9/5/2017
Samaritan's Purse P O Box 3000 Boone, NC 28607	PC	$20,000 00	9/5/2017
Rio Grande School 715 Camino Cabra Santa Fe, NM 87505	PC	$10,000.00	7/14/2017
Furman University 3300 Poinsett Highway Greenville, SC 29613	PC	$50,000 00	6/23/2017

Friends of Radnor Lake PO Box 40324 Nashville, TN 37204	PC	$40,000 00	5/19/2017
Barefoot Republic Inc 1226 Lakeview Drive Suite G Franklin, TN 37067	PC	$15,000 00	5/18/2017
Bill Of Rights Institute 200 North Glebe Road Suite 200 Arlington, VA 22203	PC	$15,000 00	5/18/2017
Black Hills Raptor Center PO Box 9713 Rapid City, SD 57709-9713	PC	$5,000 00	5/18/2017
Cumberland River Compact Inc 2 Victory Avenue, #300 Nashville, TN 37213	PC	$20,000.00	5/18/2017
Furman University 3300 Poinsett Highway Greenville, SC 29613	PC	$75,000 00	5/18/2017
Humanities Tennessee 807 Main St , Ste B Nashville, TN 37206	PC	$10,000 00	5/18/2017
Independent Institute 100 Swan Way Oakland, CA 94621	PC	$15,000 00	5/18/2017
Loggerhead Marinelife Center Inc 14200 US Highway One Juno Beach, FL 33408	PC	$40,000.00	5/18/2017
Philanthropy Roundtable 1120 20th Street NW Suite 550 Sout Washington, DC 20036	PC	$10,000 00	5/18/2017
Tennessee Wildlife Federation 300 Orlando Avenue, #200 Nashville, TN 37209	PC	$125,000 00	5/18/2017
The First Tee 425 South Legacy trail St Augustine, FL 32092	PC	$200,000 00	5/18/2017
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	PC	$100,000 00	4/17/2017
Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	PC	$5,000 00	4/17/2017
Beacon Center Of Tennessee PO Box 198646 Nashville, TN 37219	PC	$30,000 00	3/7/2017
Center for Great Apes P O Box 488 Wauchula, FL 33873	PC	$25,000 00	3/7/2017
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	PC	$250,000 00	3/7/2017
Clinic for the Rehabilitation of Wildlife, Inc P O Box 150 Sanibel Island, FL 33957	PC	$15,000 00	3/7/2017
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	$5,000 00	3/7/2017

Manhattan Institute for Policy Research Inc 52 Vanderbilt Avenue New York, NY 10017	PC	$15,000 00	3/7/2017
Men of Valor 1420 Donelson Pike, Suite B-6 Nashville, TN 37217	PC	$20,000 00	3/7/2017
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P O Box 839 Sanibel, FL 33957-0839	PC	$20,000 00	3/7/2017
Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	PC	$10,000 00	3/7/2017
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	PC	$20,000 00	3/7/2017
Stephens College 1200 E Broadway Columbia, MO 65215	PC	$35,000 00	3/7/2017
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	PC	$200,000 00	3/7/2017
The Nashville Food Project 3605 Hillsboro Pike Nashville, TN 37215	PC	$15,000 00	3/7/2017
The Next Door PO Box 23336 Nashville, TN 37202	PC	$20,000 00	3/7/2017
Thistle Farms, Inc 5122 Charlotte Avenue Nashville, TN 37209	PC	$50,000 00	3/7/2017
Total		**$2,837,500.00**	

ANDREA WAITT CARLTON FAMILY FOUNDATION
2017 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)
NET SHORT TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
IP III Blocker-I LP - AIV of MHR IP III LP	P	Vanous	Vanous	(1,032)
Newport Asia Insitutional Fund, LP	P	Vanous	Vanous	(81,472)
Palo Alto Fund II, LP	P	Vanous	Vanous	(1,147)
EIG Energy Fund XC-NL, LP	P	Vanous	Vanous	(135,300)
Yorktown Energy Partners VII, LP	P	Vanous	Vanous	(4,043)
Yorktown Energy Partners X, LP	P	Vanous	Vanous	38,763
Yorktown Energy Partners XI, LP	P	Vanous	Vanous	2,283
		Net Short Term Gains (Losses) From Partnerships		(181,948)

ANDREA WAITT CARLTON FAMILY FOUNDATION
2017 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)
NET LONG TERM CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS				
Clayton, Dubilier & Rice Fund VII, LP	P	Various	Various	177,357
MHR Institutional Partners II, LP	P	Various	Various	(27)
MHR Institutional Partners III, LP	P	Various	Various	4,864
IP III Blocker-I LP - AIV of MHR IP III LP	P	Various	Various	8,899
New Mexico Community Capital Fund I, LP	P	Various	Various	140
Newport Asia Insitutional Fund, LP	P	Various	Various	2,162,296
Palo Alto Fund II, LP	P	Various	Various	(218,288)
EIG Energy Fund XC-NL, LP	P	Various	Various	(227,432)
EIG Energy Fund XIV-A, LP	P	Various	Various	(48,771)
VCFA Venture Partners III, LP	P	Various	Various	1,055
Yorktown Energy Partners VII, LP	P	Various	Various	33,953
Yorktown Energy Partners VIII, LP	P	Various	Various	27,076
Yorktown Energy Partners X, LP	P	Various	Various	23,361
Yorktown Energy Partners XI, LP	P	Various	Various	380
		Net Long Term Gains (Losses) From Partnerships		1,944,863

ANDREA WAITT CARLTON FAMILY FOUNDATION
2017 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)
NET SEC 1231 GAINS (LOSSES) FROM PARTNERSHIPS				
EIG Energy Fund XIV-A	P	Various	Various	-1,017
Yorktown Energy Partners VII, LP	P	Various	Various	93
Yorktown Energy Partners VIII, LP	P	Various	Various	4,646
Yorktown Energy Partners X, LP	P	Various	Various	130,740
Yorktown Energy Partners XI, LP	P	Various	Various	8,888
EIG Energy Fund XIV-A PTP Adjustment	P	Various	Various	1,083
Yorktown Energy Partners X, LP PTP Adjustment	P	Various	Various	1,692
		Net Sec 1231 Gains (Losses) From Partnerships		146,125

Payee	Project Title	Amount	Status	Schedule Date
Montgomery Bell Academy	Church Property Acquisition	200,000	Scheduled	6/1/2022
Tennessee State Museum Foundation	Gallery introduction theatre expereince, Forging a Nation	100,000	Scheduled	3/1/2022
Montgomery Bell Academy	Church Property Acquisition	200,000	Scheduled	6/1/2021
Nashville Zoo	Grow Wild Capital Campaign	100,000	Scheduled	4/9/2021
Tennessee State Museum Foundation	Gallery introduction theatre expereince, Forging a Nation	100,000	Scheduled	3/1/2021
Heritage Foundation, The	AWCFAmily Foundation Fellow: Promoting America's Founding Principles	250,000	Scheduled	9/25/2020
Montgomery Bell Academy	Church Property Acquisition	200,000	Scheduled	6/1/2020
Nashville Zoo	Grow Wild Capital Campaign	100,000	Scheduled	4/10/2020
Tennessee State Museum Foundation	Gallery introduction theatre expereince, Forging a Nation	100,000	Scheduled	3/1/2020
Lake Area Zoological Society (Bramble Park Zoo)	Endowment Gift	25,000	Scheduled	12/19/2019
Hillsdale College	Allan P. Kirby, Jr. Center for Constitutional Studies and Citizenship Congressional Outreach Programs	90,000	Scheduled	10/17/2019
Heritage Foundation, The	AWCFAmily Foundation Fellow: Promoting America's Founding Principles	250,000	Scheduled	9/20/2019
Montgomery Bell Academy	Church Property Acquisition	200,000	Scheduled	6/1/2019
Nashville Zoo	Grow Wild Capital Campaign	100,000	Scheduled	4/10/2019
Tennessee State Museum Foundation	Gallery introduction theatre expereince, Forging a Nation	100,000	Scheduled	3/1/2019
Lake Area Zoological Society (Bramble Park Zoo)	Endowment Gift	25,000	Scheduled	12/19/2018

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN: 86-0910220
2017 FORM 990-PF
PART XV, LINE 3B, 2017 GRANTS PAID

Nashville Symphony	Nashville Symphony Challenge Grant Request	25,000 Scheduled	12/15/2018
Vanderbilt University Medical Center	Gift approved for the pediatric urology training program. Two pledge payments of $100,000 each in years 2017 and 2018.	100,000 Scheduled	12/15/2018
Hillsdale College	Allan P. Kirby, Jr. Center for Constitutional Studies and Citizenship Congressional Outreach Programs	85,000 Scheduled	10/17/2018
Second Harvest Food Bank	The Tomato Project	25,000 Scheduled	9/22/2018
Heritage Foundation, The	AWCFAmily Foundation Fellow: Promoting America's Founding Principles	250,000 Scheduled	9/21/2018
Montgomery Bell Academy	Church Property Acquisition	200,000 Scheduled	5/18/2018
Furman University	Tocqueville Program	75,000 Scheduled	5/18/2018
Friends of Radnor Lake	Harris Ridge and Forest Hills Property	40,000 Scheduled	5/18/2018
The First Tee	Capital Campaign	200,000 Scheduled	5/18/2018
Tennessee State Museum Foundation	Gallery introduction theatre expereince, Forging a Nation	100,000 Scheduled	3/6/2018
Nashville Zoo	Grow Wild Capital Campaign	100,000 Scheduled	3/6/2018
The Jack Miller Center		200,000 Scheduled	3/6/2018
Total		**3,540,000**	