

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation THE BEIRNE CARTER FOUNDATION		A Employer identification number 54-1397827	
Number and street (or P O box number if mail is not delivered to street address) 1802 BAYBERRY COURT SUITE 401		Room/suite	B Telephone number (see instructions) (804) 521-0272
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23226		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 27,604,701		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>(Part I, column (d) must be on cash basis)</u>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,472	3,472		
	4 Dividends and interest from securities	648,586	648,586		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	848,129			
	b Gross sales price for all assets on line 6a _____ 1,032,365				
	7 Capital gain net income (from Part IV, line 2)		864,867		
	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	1,500,187	1,516,925		
	13 Compensation of officers, directors, trustees, etc	28,000	14,000		14,000
	14 Other employee salaries and wages	52,500	0		52,500
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	9,365	4,683		4,682
	b Accounting fees (attach schedule)	12,195	6,098		6,097
	c Other professional fees (attach schedule)	78,000	78,000		0
	17 Interest	33,250	33,250		0
	18 Taxes (attach schedule) (see instructions)	81,547	24,865		4,532
	19 Depreciation (attach schedule) and depletion	5,417	0		
	20 Occupancy	22,938	0		22,938
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	233,341	222,888		5,023
	24 Total operating and administrative expenses. Add lines 13 through 23	556,553	383,784		109,772
	25 Contributions, gifts, grants paid	1,401,500			1,401,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,958,053	383,784		1,511,272
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-457,866			
	b Net investment income (if negative, enter -0-)		1,133,141		
c Adjusted net income (if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,248,575	616,567	616,567
	2	Savings and temporary cash investments			
	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 (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)			
	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)	24,716,637	24,906,393	26,970,719
	14	Land, buildings, and equipment basis ▶ 22,832 Less accumulated depreciation (attach schedule) ▶ 5,417	39,181	17,415	17,415
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,004,393	25,540,375	27,604,701	
Liabilities	17	Accounts payable and accrued expenses	5,000		
	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 ▶ _____)	2,170	713	
	23	Total liabilities (add lines 17 through 22)	7,170	713	
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 checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	25,997,223	25,539,662	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions)	25,997,223	25,539,662	
31	Total liabilities and net assets/fund balances (see instructions) .	26,004,393	25,540,375		

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	25,997,223
2	Enter amount from Part I, line 27a	2	-457,866
3	Other increases not included in line 2 (itemize) ▶ _____	3	380
4	Add lines 1, 2, and 3	4	25,539,737
5	Decreases not included in line 2 (itemize) ▶ _____	5	75
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	25,539,662

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	864,867
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2017	1,478,222	30,243,281	0 048878
2016	1,430,004	28,103,923	0 050883
2015	1,480,872	29,456,730	0 050273
2014	1,412,738	30,444,216	0 046404
2013	1,440,821	29,958,498	0 048094

2 Total of line 1, column (d) { }	2	0 244532
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	0 048906
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 { }	4	29,742,279
5 Multiply line 4 by line 3 { }	5	1,454,576
6 Enter 1% of net investment income (1% of Part I, line 27b) { }	6	11,331
7 Add lines 5 and 6 { }	7	1,465,907
8 Enter qualifying distributions from Part XII, line 4 { }	8	1,511,272

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 <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	11,331
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	11,331
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	11,331
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6,387
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	70,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	76,387
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	147
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	64,909
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 11,600 Refunded <input type="checkbox"/>	11	53,309

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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	No
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	No
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BCARTERFDN.ORG	13	Yes	
14	The books are in care of ► BRYAN BROTHERS INC Telephone no ► (804) 285-7700			

Located at ► 1802 BAYBERRY COURT SUITE 401 RICHMOND VA

ZIP+4 ► 23226

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 type="checkbox"/> Yes <input checked="" 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.	1b		
	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 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		<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 2018 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 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.		5b
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROSSIE CARTER HUTCHESON 1802 BAYBERRY COURT SUITE 401 RICHMOND, VA 23226	PRESIDENT 5 00	12,000	0	0
TALFOURD H KEMPER ESQ 10 S JEFFERSON ST SUITE 1400 ROANOKE, VA 240384125	SECRETARY/TREASURER 1 00	8,000	0	0
KENNETH C LAUGHON PO BOX 8937 ROANOKE, VA 24014	VICE PRESIDENT 1 00	8,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER TOMS 1802 BAYBERRY CT SUITE 401 RICHMOND, VA 23226	GRANT ADMINISTRATOR 20 00	52,500	0	0
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MANGHAM ASSOCIATES INC	INVESTMENT MANAGEMENT	78,000
630 PETER JEFFERSON PKWY SUITE 250		
CHARLOTTESVILLE, VA 22911		
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 	
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 	
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	8,787,918
b	Average of monthly cash balances.	1b	503,699
c	Fair market value of all other assets (see instructions).	1c	20,903,590
d	Total (add lines 1a, b, and c).	1d	30,195,207
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	30,195,207
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	452,928
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	29,742,279
6	Minimum investment return. Enter 5% of line 5.	6	1,487,114

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	1,487,114
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	11,331
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	7,975
c	Add lines 2a and 2b.	2c	19,306
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,467,808
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,467,808
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,467,808

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	1,511,272
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	1,511,272
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	11,331
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,499,941

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,467,808
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			1,367,404	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,511,272</u>				
a Applied to 2017, but not more than line 2a			1,367,404	
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 2018 distributable amount.				143,868
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,323,940
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 2013 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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					

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

Part XV	1 Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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. See instructions.	
a	The name, address, and telephone number or e-mail address of the person to whom applications should be addressed SEE BCARTERFNORG 1802 BAYBERRY CT SUITE 401 RICHMOND, VA 23226 (804) 285-2124 BCARTERFN@AOL.COM
b	The form in which applications should be submitted and information and materials they should include NO SPECIFIC FORM
c	Any submission deadlines NO SUBMISSION DEADLINES
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NO

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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 ☒ No

b If "Yes," complete the following schedule

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

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.

Sign Here	*****	2019-11-04	*****	May the IRS discuss this return with the preparer shown below? (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	TRACI R KUBE				P00735726
	Firm's name ► BRYAN BROTHERS INC				Firm's EIN ► 54-0721706
Firm's address ► 1802 BAYBERRY CT SUITE 401 RICHMOND, VA 232263773					Phone no (804) 285-7700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1 ST CAPITAL GAINS THRU PASS-THRU ENTITIES			
1 LT CAPITAL GAINS THRU PASS-THRU ENTITIES			
VANGUARD GLOBAL EQUITY FUND			2018-06-13
FURNITURE & EQUIPMENT DISPOSITIONS	P		2018-12-31
PRIVATE ADV SMALL CO BUYOUT II-DISTRIBUTIONS IN EXCESS OF BASIS	P		2018-12-31
ZARBEE'S INC QSBS THRU PRIVATE ADV SMALL CO BUYOUT III-100% EXCL	P	2011-06-24	2018-12-31
ZARBEE'S INC QSBS THRU PRIVATE ADV SMALL CO BUYOUT III-50% EXCL	P	2012-11-30	2018-12-31
METROPOLITAN RE PTR 2008-DISTRIBUTIONS IN EXCESS OF BASIS	P		2018-12-31
NORTEL LITIGATION SETTLEMENT			2018-09-25
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		9,618	-9,618
490,174			490,174
200,000		152,852	47,148
			0
44,431			44,431
4,587		4,587	0
882		441	441
5,237			5,237
20			20
287,034			287,034

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,618
			490,174
			47,148
			0
			44,431
			0
			441
			5,237
			20
			287,034

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADDY GRACE FOUNDATION PO BOX 35 1492 ROANOKE RD DALEVILLE, VA 24083	NONE	PC	PLAYGROUND CONSTRUCTION	25,000
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	10,000
BEIRNE B CARTER CENTER FOR IMMUNOLOGY RESEARCH PO BOX 801386 CHARLOTTESVILLE, VA 22908	NONE	PC	PURCHASE NEW TECHNOLOGY, SUPPORT FACULTY, ASSIST WITH LOSS OF FUNDING	300,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLUE RIDGE LAND CONSERVANCY 722 1ST ST SW SUITE L ROANOKE, VA 24016	NONE	PC	MEMORIAL GIFT	5,000
BLUE RIDGE PBS1215 MCNEIL DR SW ROANOKE, VA 24015	NONE	PC	GENERAL PURPOSES	5,000
BOYS AND GIRLS CLUBS OF METRO RICHMOND 2409 BAINBRIDGE STREET RICHMOND, VA 23225	NONE	PC	CAPITAL CAMPAIGN	5,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRADLEY FREE CLINIC 1240 3RD STREET SW ROANOKE, VA 24016	NONE	PC	CLINIC FACILITY RENOVATION	40,000
CHESAPEAKE BAY FOUNDATION 1108 E MAIN STREET SUITE 1600 RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES (HONORARIUM)	5,000
CHRIST CHURCH GLENDOWER SCOTTSVILLE RD 6900 SCOTTSVILLE, VA 24590	NONE	PC	CHURCH RENOVATION	5,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
EPISCOPAL HIGH SCHOOL 122 N QUAKER LANE ALEXANDRIA, VA 22302	NONE	PC	GENERAL PURPOSES	5,000
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN STREET RICHMOND, VA 23220	NONE	PC	GENERAL PURPOSES	15,000
FRIENDS OF JAMES RIVER PARK 22ND ST AND RIVERSIDE DRIVE RICHMOND, VA 23223	NONE	PC	FOR ADDITIONAL TRAIL MAPS	75,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC CHRIST CHURCH FOUNDATION 420 CHRIST CHURCH RD WEEMS, VA 22576	NONE	PC	GENERAL PURPOSES	5,000
HISTORIC RICHMOND FOUNDATION 4 E MAIN ST STE 1C RICHMOND, VA 23219	NONE	PC	MONUMENTAL CHURCH RENOVATIONS	50,000
JAMES RIVER ASSOCIATION 4833 OLD MAIN STREET RICHMOND, VA 23231	NONE	PC	GENERAL PURPOSES	10,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND, VA 23228	NONE	PC	SPLENDOR UNDER GLASS	5,000
METROPOLITAN RICHMOND SPORTS 100 AVENUE OF CHAMPIONS STE 300 RICHMOND, VA 23230	NONE	PC	EXPANSION OF CITY FITNESS PROGRAM	25,000
NORTH CROSS SCHOOL 4254 COLONIAL AVENUE ROANOKE, VA 24018	NONE	PC	GENERAL PURPOSES	310,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PATHFINDERS FOR GREENWAYS INC PO BOX 8553 ROANOKE, VA 24014	NONE	PC	EXPAND GREENWAYS TRAIL NETWORK	175,000
RICHMOND BALLET407 E CANAL ST RICHMOND, VA 23219	NONE	PC	"ROAD TO THE FUTURE" CAPITAL CAMPAIGN	15,000
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PC	GENERAL PURPOSES	5,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROANOKE SYMPHONY ORCHESTRA 128 E CAMPBELL AVE ROANOKE, VA 24011	NONE	PC	GENERAL PURPOSES	15,000
SCENIC VIRGINIA 4 E MAIN ST SUITE 2A RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES	5,000
SHALOM FARMS1010 W LABURNUM AVE RICHMOND, VA 23227	NONE	PC	IMPROVEMENTS TO URBAN FARM	10,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHIRLEY PLANTATION FOUNDATION 501 SHIRLEY PLANTATION RD CHARLES CITY, VA 23030	NONE	PC	TO DEVELOP AND IMPLEMENT A NEW WEB SITE	5,000
SOUTHERN ENVIRONMENTAL LAW CENTER 10 10TH ST NW 1050 ATLANTA, GA 30309	NONE	PC	FOR VIRGINIA PROGAMMATIC PROJECTS	10,000
ST ANDREW'S SCHOOL 227 S CHERRY STREET RICHMOND, VA 23220	NONE	PC	GENERAL PURPOSES	5,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	5,000
ST CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHERS ROAD RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	5,000
ST PETERS IN THE MOUNTAINS 65 ROCK RIDGE RD CALLAWAY, VA 24067	NONE	PC	GENERAL PURPOSES	1,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TAUBMAN MUSEUM OF ART 110 SALEM AVE SE ROANOKE, VA 24011	NONE	PC	REPAIR AND UPDATE IT SYSTEMS IN THE MUSEUM	50,000
THE COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235	NONE	PC	GENERAL PURPOSES	5,000
THE NATURE CONSERVANCY VIRGINIA CHAPTER 490 WESTFIELD ROAD CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES	5,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE VALENTINE MUSEUM 1015 EAST CLAY STREET RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES	15,000
UNIVERSITY OF RICHMOND 410 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	PC	RENOVATION TO GAMBLER MILL TRAIL	5,000
UNIVERSITY OF VIRGINIA PO BOX 400801 CHARLOTTESVILLE, VA 22904	NONE	PC	FOR ENSLAVED LABORERS MEMORIAL	75,000
Total ▶ 3a				1,401,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 N HAMILTON STREET RICHMOND, VA 23221	NONE	PC	GENERAL PURPOSES	5,000
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVENUE RICHMOND, VA 23227	NONE	PC	ANNUAL FELLOWSHIP FUND	85,500
Total ▶ 3a				1,401,500

TY 2018 Accounting Fees Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,738	2,369		2,369
TAX PREPARATION FEE	5,162	2,581		2,581
FINANCIAL STATEMENT PREP	2,295	1,148		1,147

TY 2018 Applied to Prior Year Election

Name: THE BEIRNE CARTER FOUNDATION

EIN: 54-1397827

Election: PURSUANT TO IRC SEC 4942(H)(2) AND REG. 53.4942(A)-3(D) (2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME OF \$17,956 FROM THE TAX YEAR ENDING DECEMBER 31, 2010.

SIGNED _____

DATE _____ NAME AND

TITLE

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: THE BEIRNE CARTER FOUNDATION
EIN: 54-1397827

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE FOR M FRAZIER (OH JONES INTERIORS)	2007-03-15	446		200DB	7 000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2001-10-03	16,969		150DB	15 000000000000	0	0		
LATERAL FILE CABINET	2018-09-26	1,496		200DB	7 000000000000	1,496	0		
DBL PEDESTAL DESK FOR PETER TOMS	2018-09-26	1,711		200DB	7 000000000000	1,711	0		
STORAGE CABINET FOR PETER TOMS (MATCHES DESK)	2018-09-26	817		200DB	7 000000000000	817	0		
CREDENZA FOR PETER TOMS	2018-08-24	1,393		200DB	7 000000000000	1,393	0		

TY 2018 Investments - Other Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
THE KILTEARN GLOBAL EQUITY FUND	AT COST	2,019,692	1,780,996
MA ENDOWMENT PARTNERS LP	AT COST	10,329,267	13,007,035
VANGUARD 500 INDEX FUND	AT COST	630,079	595,474
VANGUARD ENERGY FUND	AT COST	772,434	640,825
VANGUARD GLOBAL EQUITY FUND	AT COST	4,325,461	4,534,842
DRUM SPECIAL SITUATION PARTNERS	AT COST	138,433	163,120
PRIVATE ADVISORS SMALL CO BUYOUT FUND III	AT COST	159,657	203,576
STAR MOUNTAIN DIVERSIFIED SMALL BUSINESS ACCESS FUND	AT COST	348,463	398,801
TIFF PARTNERS V - US	AT COST	11,370	24,014
TIFF PARTNERS V - INTL	AT COST	29,039	9,573
TIFF SECONDARY PARTNERS II LLC	AT COST	42,619	58,088
WELLINGTON TRUST CO	AT COST	941,642	713,321
MA REAL ASSETS FUND II	AT COST	410,978	674,093
MA RESOURCES FUND 1 LP	AT COST	326,565	112,775
METROPOLITAN RE PARNTERS 2008 DISTRESSED COINV FUND LP	AT COST	1	10,367
PIA PROPERTY HOLDINGS IV	AT COST	821,782	523,855
TRG FORESTRY FUND 8	AT COST	142,630	121,589
THE COLCHERSTER GLOBAL BOND FUND	AT COST	930,644	892,433
VANGUARD SHORT TERM BOND INDEX FUND	AT COST	2,525,637	2,505,942

**TY 2018 Land, Etc.
Schedule****Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE FOR M FRAZIER (OH JONES INTERIORS)	446	0	446	
LEASEHOLD IMPROVEMENTS	16,969	0	16,969	
LATERAL FILE CABINET	1,496	1,496	0	
DBL PEDESTAL DESK FOR PETER TOMS	1,711	1,711	0	
STORAGE CABINET FOR PETER TOMS (MATCHES DESK)	817	817	0	
CREDENZA FOR PETER TOMS	1,393	1,393	0	

TY 2018 Legal Fees Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,365	4,683		4,682

TY 2018 Other Decreases Schedule

Name: THE BEIRNE CARTER FOUNDATION
EIN: 54-1397827

Description	Amount
CONTRIBUTIONS FROM PASS-THRU ENTITIES	75

TY 2018 Other Expenses Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	175	0		0
INSURANCE	4,012	0		0
MISCELLANEOUS EXPENSE	163	0		0
OFFICE EXPENSE	1,964	0		982
OTHER FROM PASS-THRU ENTITIES	108,073	108,073		0
NET LOSS FROM PASSTHROUGH ENTITIES, NET OF PAL LIMITATION	111,755	111,755		0
POSTAGE & SHIPPING	196	0		98
TELEPHONE & INTERNET	3,069	1,535		1,534
TRAVEL & MEETING EXPENSE	3,049	1,525		1,524
WEBSITE/DATABASE/COMPUTER EXPENSE	885	0		885

TY 2018 Other Increases Schedule

Name: THE BEIRNE CARTER FOUNDATION
EIN: 54-1397827

Description	Amount
NET TAX EXEMPT INCOME/ND EXPENSES FROM PASS-THRU ENTITIES	380

TY 2018 Other Liabilities Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES	2,170	713

TY 2018 Other Professional Fees Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	78,000	78,000		0

TY 2018 Taxes Schedule**Name:** THE BEIRNE CARTER FOUNDATION**EIN:** 54-1397827

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERSONAL PROPERTY TAX	40	0		0
STATE REGISTRATION	25	0		0
PAYROLL TAXES	4,532	0		4,532
FOREIGN TAXES W/H BY PASS-THRU ENTITIES	24,865	24,865		0
STATE CORPORATION TAX, NET	8,642	0		0
FORM 990PF AND FORM 990T TAX, NET	43,423	0		0
PENALTIES & INTEREST	20	0		0