29491334026079

EXTENDED TO NOVEMBER 15, 2019

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

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

2018

Open to Public Inspection

For calendar year 2018 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 ▶ ☐

6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

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) ▶$ 51,024,164.

J Accounting method: ☐ Cash ☐ Accrual ☒ 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 ▶ ☐

3/4

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4 Dividends and interest from securities	1,049,942.	1,049,756.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,761,525.			
b Gross sales price for all assets on line 6a 6,164,500.				
7 Capital gain net income (from Part IV, line 2)		5,756,226.		
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	51,948.	<34,294.>		STATEMENT 2
12 Total. Add lines 1 through 11	6,863,415.	6,771,688.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	295,475.	27,625.		267,850.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	11,514.	2,152.		9,684.
16a Legal fees STMT 3	5,727.	573.		5,154.
b Accounting fees STMT 4	29,255.	2,926.		26,330.
c Other professional fees STMT 5	143,531.	143,531.		0.
17 Interest	5,775.	5,775.		0.
18 Taxes STMT 6	282,399.	1,848.		10,430.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	10,023.	0.		10,023.
22 Printing and publications				
23 Other expenses STMT 7	335,964.	90,144.		59,706.
24 Total operating and administrative expenses. Add lines 13 through 23	1,119,663.	274,574.		389,177.
25 Contributions, gifts, grants paid	3,034,500.			3,034,500.
26 Total expenses and disbursements. Add lines 24 and 25	4,154,163.	274,574.		3,423,677.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	2,709,252.			
b Net investment income (if negative, enter -0-)		6,497,114.		
c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED NOV 25 2019 OGDEN, UT C246 IRS-OSC

SCANNED DEC 31 2019

932

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	69,646.	222,144.	222,144.
	2	Savings and temporary cash investments	1,157,529.	272,542.	272,542.
	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 8	51,275,392.	54,905,360.	50,508,220.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ RECEIVABLES)	215,341.	21,258.	21,258.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	52,717,908.	55,421,304.	51,024,164.
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)	2,160.	2,482.	
	23	Total liabilities (add lines 17 through 22)	2,160.	2,482.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	52,715,748.	55,418,822.	
	30	Total net assets or fund balances	52,715,748.	55,418,822.	
	31	Total liabilities and net assets/fund balances	52,717,908.	55,421,304.	

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	52,715,748.
2	Enter amount from Part I, line 27a	2	2,709,252.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	55,425,000.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	6,178.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,418,822.

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	6,164,500.		408,274.	5,756,226.

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				5,756,226.

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	5,756,226.
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))
2017	3,026,670.	57,317,715.	.052805
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

2	Total of line 1, column (d)	2	.251134
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	.050227
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	56,592,770.
5	Multiply line 4 by line 3	5	2,842,485.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	64,971.
7	Add lines 5 and 6	7	2,907,456.
8	Enter qualifying distributions from Part XII, line 4	8	3,423,677.

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

3

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	64,971.
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	64,971.
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	64,971.
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 125,000.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	125,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	0.
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	60,029.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶	60,029. **Refunded** ▶	11	0.

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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 2018 or the tax year beginning in 2018? 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

2

823531 12-11-18

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SPENCE MANERS, CPA Telephone no. ▶ 615-873-4142			
	Located at ▶ P.O. BOX 58389, NASHVILLE, TN ZIP+4 ▶ 37205			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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		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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 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.) 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 2018?	4b		X

823541 12-11-18

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		
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(s) during the year? ☐ Yes ☒ No			

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 10		276,250.	10,010.	9,215.

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

823551 12-11-18

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
JPMORGAN CHASE BANK, N.A. - 3424 PEACHTREE ROAD NE, 24TH FLOOR, ATLANTA, GA 30326	INVESTMENT MANAGEMENT FEE	144,230.
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	55,998,841.
b	Average of monthly cash balances	1b	1,455,748.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	57,454,589.
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	57,454,589.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	861,819.
5	**Net value of noncharitable use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,592,770.
6	**Minimum investment return.** Enter 5% of line 5	6	2,829,639.

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	2,829,639.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	64,971.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	64,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,764,668.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,764,668.
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	2,764,668.

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	3,423,677.
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	3,423,677.
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	64,971.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,358,706.

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				2,764,668.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 43,530.				
b From 2014 15,033.				
c From 2015 49,454.				
d From 2016 54,894.				
e From 2017 516,890.				
f Total of lines 3a through e	679,801.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 3,423,677.				
a Applied to 2017, 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 2018 distributable amount				2,764,668.
e Remaining amount distributed out of corpus	659,009.			
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	1,338,810.			
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	43,530.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	1,295,280.			
10 Analysis of line 9:				
a Excess from 2014 15,033.				
b Excess from 2015 49,454.				
c Excess from 2016 54,894.				
d Excess from 2017 516,890.				
e Excess from 2018 659,009.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	(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 11

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 12	NONE	PUBLIC CHARITY	SEE STATEMENT 12	3,034,500.
Total			▶ 3a	3,034,500.
b *Approved for future payment*				
SEE STATEMENT 13	NONE	PUBLIC CHARITY	SEE STATEMENT 13	2,895,000.
Total			▶ 3b	2,895,000.

Please verify Stmt 12 and 13 and it/s statement footnotes everytime replace pages.

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					
4 Dividends and interest from securities			14	1,049,942.	
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	51,948.	
8 Gain or (loss) from sales of assets other than inventory	523000	4,930.	18	5,756,595.	
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)		4,930.		6,858,485.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 6,863,415.

(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 ☒ 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.

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

▶ [signature] 11/14/2019 ▶ Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SARAH REDDEN	Sarah Redden	11/13/2019		P00898534

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

Firm's address ▶ 50 SUTH SIXTH STREET MINNEAPOLIS, MN 55402 — Phone no. 612-397-4000

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	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DISTRIBUTION	P		
c	CD&R FUND X WATERWORKS B, LP	P		
d	MHR INSTITUTIONAL PARTNERS III, LP	P		
e	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P		
f	NEW MEXICO COMMUNITY CAPITAL FUND I, LP	P		
g	EIG ENERGY FUND XIV-A, LP	P		
h	VCFA VENTURE PARTNERS III, LP	P		
i	YORKTOWN ENERGY PARTNERS VII, LP	P		
j	YORKTOWN ENERGY PARTNERS VIII, LP	P		
k	YORKTOWN ENERGY PARTNERS X, LP	P		
l	YORKTOWN ENERGY PARTNERS XI, LP	P		
m	EIG ENERGY FUND XIV-A, LP	P		
n	YORKTOWN ENERGY PARTNERS VII, LP	P		
o	YORKTOWN ENERGY PARTNERS VIII, LP	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	198,591.			198,591.
b	469,480.			469,480.
c	12.		12.	0.
d	7,140.			7,140.
e	5,217.			5,217.
f			2,730.	<2,730.>
g			18,914.	<18,914.>
h			255.	<255.>
i			140,136.	<140,136.>
j			71,290.	<71,290.>
k	61,679.		364.	61,315.
l	91,937.		129.	91,808.
m				0.
n				0.
o				0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				198,591.
b				469,480.
c				0.
d				7,140.
e				5,217.
f				<2,730.>
g				<18,914.>
h				<255.>
i				<140,136.>
j				<71,290.>
k				61,315.
l				91,808.
m				0.
n				0.
o				0.

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	YORKTOWN ENERGY PARTNERS X, LP	P		
b	YORKTOWN ENERGY PARTNERS XI, LP	P		
c	HALLADOR ENERGY CO	P		
d	MAVERICK- GAIN ON REDEMPTION	P		
e	SWIFTCURRENT OFFSHORE, LTD- GAIN ON REDEMPTION	P		
f	ROCK SPRINGS CAPITAL OFFSHORE FUND, LP- GAIN ON R	P		
g	CONVEXITY CAPITAL- GAIN ON REDEMPTION	P		
h	OZ OVERSEAS FUND- GAIN ON REDEMPTION	P		
i	ETON PARK FUND- LOSS ON REDEMPTION	P		
j	PERRY PARTNERS- GAIN ON REDEMPTION	P		
k	SWIFTCURRENT D- LOSS ON REDEMPTION	P		
l	OTHER GAIN/LOSS	P		
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				0.
b				0.
c				0.
d	1,815,256.			1,815,256.
e	2,880,950.			2,880,950.
f	406,710.			406,710.
g	189,208.			189,208.
h	10,502.			10,502.
i			150,132.	<150,132.>
j	24,687.			24,687.
k			24,312.	<24,312.>
l	3,131.			3,131.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				0.
c				0.
d				1,815,256.
e				2,880,950.
f				406,710.
g				189,208.
h				10,502.
i				<150,132.>
j				24,687.
k				<24,312.>
l				3,131.
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	5,756,226.
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

ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLAYTON, DUBILIER & RICE FUND VII LP	19,558.	0.	19,558.	19,558.	
EIG ENERGY FUND XIV-A LP	57.	0.	57.	57.	
INTEREST INCOME	25,006.	0.	25,006.	25,006.	
IP III BLOCKER-I LP	277.	0.	277.	277.	
JP MORGAN - MANAGED FUND	943,682.	0.	943,682.	943,682.	
JP MORGAN - OPERATING	32.	0.	32.	32.	
JP MORGAN -TRIBUTARY FUND	5,415.	0.	5,415.	5,415.	
JP MORGAN -TRIBUTARY FUND 199A	374.	0.	374.	374.	
MHR INSTITUTIONAL PARTNERS II, LP	37,938.	0.	37,938.	37,938.	
MHR INSTITUTIONAL PARTNERS III, LP	3,008.	0.	3,008.	3,008.	
VCFA VENTURE PARTNERS III, LP	26.	0.	26.	26.	
YORKTOWN ENERGY PARTNERS VII, LP	2,760.	0.	2,760.	2,733.	
YORKTOWN ENERGY PARTNERS VIII, LP	4,907.	0.	4,907.	4,817.	
YORKTOWN ENERGY PARTNERS X, LP	2,272.	0.	2,272.	2,203.	
YORKTOWN ENERGY PARTNERS XI, LP	4,630.	0.	4,630.	4,630.	
TO PART I, LINE 4	1,049,942.	0.	1,049,942.	1,049,756.	

FORM 990-PF	OTHER INCOME		STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CD&R FUND X WATERWORKS B, LP	476.	0.	
MHR INSTITUTIONAL PARTNERS III, LP	37.	0.	
EIG ENERGY FUND XIV-A, LP	29,336.	<4,060.>	
YORKTOWN ENERGY PARTNERS VII, LP	18,527.	483.	
YORKTOWN ENERGY PARTNERS VIII, LP	1,583.	422.	
YORKTOWN ENERGY PARTNERS X, LP	<22,728.>	<1,760.>	
YORKTOWN ENERGY PARTNERS XI, LP	<127,090.>	<36,137.>	
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	6,570.	6,570.	
VCFA VENTURE PARTNERS III, LP	88.	88.	
REFUNDS AND REIMBURSEMENTS	145,071.	22.	
SECURITIES LITIGATION SETTLEMENT	78.	78.	
TOTAL TO FORM 990-PF, PART I, LINE 11	51,948.	<34,294.>	

FORM 990-PF	LEGAL FEES		STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,727.	573.		5,154.
TO FM 990-PF, PG 1, LN 16A	5,727.	573.		5,154.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,255.	2,926.		26,330.
TO FORM 990-PF, PG 1, LN 16B	29,255.	2,926.		26,330.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	143,531.	143,531.		0.
TO FORM 990-PF, PG 1, LN 16C	143,531.	143,531.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	11,589.	1,159.		10,430.
TAXES PAID WITH PASS-THROUGH DISTRIBUTIONS	36.	0.		0.
PARTNERSHIP PASS-THROUGH FOREIGN TAXES PAID	689.	689.		0.
EXCISE TAX	270,085.	0.		0.
TO FORM 990-PF, PG 1, LN 18	282,399.	1,848.		10,430.

ANDREA WAITT CARLTON FAMILY FOUNDATION 86-0910220

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS, REFERENCE MATERIALS	411.	0.		411.
DUES, FEES, & SUBSCRIPTIONS	27,539.	0.		27,539.
INSURANCE	1,250.	0.		1,250.
SOFTWARE EXPENSE	4,838.	0.		4,838.
MEALS & ENTERTAINMENT	3,562.	0.		3,562.
POSTAGE & SHIPPING	397.	0.		397.
PUBLIC RELATIONS	21,479.	0.		21,479.
PASSTHROUGH-CASH CONTRIBUTIONS	52.	52.		0.
PASSTHROUGH-DEDUCTIONS	97,699.	<86,701.>		0.
PASSTHROUGH-NON DEDUCTIBLE EXPENSES	1,714.	0.		0.
OFFICE SUPPLIES	230.	0.		230.
PASSTHROUGH-NON CASH CONTRIBUTIONS	7.	7.		0.
PASSTHROUGH-SEC 59E2 EXPENDITURES	176,786.	176,786.		0.
TO FORM 990-PF, PG 1, LN 23	335,964.	90,144.		59,706.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN-MANAGED FUND	FMV	47,563,106.	43,235,560.
JP MORGAN-TRIBUTARY ACCOUNT	FMV	547,967.	503,100.
PEG GLOBAL PRIVATE EQUITY	FMV	117,651.	113,534.
SOWOOD ALPHA FUND LTD.	FMV	491,203.	4,130.
CLAYTON, DUBILIER & RICE FUNDX	FMV	268,329.	266,560.
GREEN EQUITY INVESTORS VII, LP	FMV	457,136.	493,398.
INDUS ASIA PACIFIC DIST. HOLD	FMV	22,705.	10,314.
KYLIN FUND LP	FMV	2,500,000.	2,047,479.
MHR INSTITUTIONAL PARTNERS III	FMV	430,148.	520,200.
MHR INSTITUTIONAL PARTNERS II	FMV	334,295.	564,290.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	17,723.	9,105.
TCW ENERGY FUND XIV	FMV	476,377.	243,014.
VCFA VENTURE PARTNERS III, LP	FMV	0.	10,957.
YORKTOWN ENERGY PARTNERS VII	FMV	377,666.	300,475.
YORKTOWN ENERGY PARTNERS VIII	FMV	411,458.	451,586.
YORKTOWN ENERGY PARTNERS X	FMV	405,720.	740,591.
YORKTOWN ENERGY PARTNERS XI	FMV	483,876.	993,927.
TOTAL TO FORM 990-PF, PART II, LINE 13		54,905,360.	50,508,220.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES AND WITHHOLDINGS PAYABLE	2,160.	2,482.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,160.	2,482.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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.	2,845.
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.	762.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	250,250.	10,010.	4,793.
JASON GANT PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	815.
SAMUEL A. WAITT (AS OF 12-3-18) PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	2,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		276,250.	10,010.	9,215.

SALY Steven is the only one receiving salary & benefits - this ties to stmt of activities - payroll salary and payroll 401(k) plan amount

see wkp DWS - General Ledger for benefit breakout

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
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.

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
2018 FORM 990-PF
PART XV, LINE 3A, 2018 GRANTS PAID

Grantee Organization	Foundation Status	Amount	Payment / Check Date
American Baptist Churches of the Dakotas 1101 West 22nd Street Sioux Falls, SD 57105	PC	3,000 00	12/7/2018
American Bird Conservancy 4249 Loudoun Ave P O Box 249 The Plains, VA 20198	PC	5,000 00	12/7/2018
American Society for the Prevention of Cruelty to Animals 520 8th Avenue, 7th Floor New York, NY 10018	PC	5,000 00	12/7/2018
Barry Goldwater Institute For Public Policy Research 500 East Coronado Road Phoenix, AZ 85004	PC	15,000 00	12/7/2018
Beech Elementary School 3120 Long Hollow Pike Hendersonville, TN 37075	PC	2,000 00	12/7/2018
Belmont University 1900 Belmont Boulevard Nashville, TN 37212-3757	PC	100,000 00	12/7/2018
Boy Scouts of America Middle TN Council P.O. Box 150409 Nashville, TN 37215	PC	10,000 00	12/7/2018
Center for Great Apes P O Box 488 Wauchula, FL 33873	PC	25,000 00	12/7/2018
Center for Non-Profit Management 37 Peabody St. Suite 201 Nashville, TN 37210	PC	5,000 00	12/7/2018
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	PC	20,000 00	12/7/2018
Children Are People 117 East Winchester Street Gallatin, TN 37066	PC	2,000 00	12/7/2018
Children's Home Society of South Dakota 801 North Sycamore P O Box 1749 Sioux Falls, SD 57101-1749	PC	2,500 00	12/7/2018
Christian Leadership Concepts PO Box 3645 Brentwood, TN 37064	PC	500 00	12/7/2018
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	5,000 00	12/7/2018
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	5,000 00	12/7/2018
Court Appointed Special Advocates 182 West Franklin Street Gallatin, TN 37066	PC	2,000 00	12/7/2018
Curry Ingram Academy 6544 Murry Lane Brentwood, TN 37027-5515	PC	2,500 00	12/7/2018

Doane College Advancement Office 1014 Boswell Ave Crete, NE 68333-2430	PC	1,000.00	12/7/2018
Fellowship Of Christian Athletes (FCA) 449 Metroplex Drive Nashville, TN 37211	PC	10,000 00	12/7/2018
Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	PC	5,000 00	12/7/2018
Grace Place Ministry, Inc. 176 Walton Trace S Hendersonville, TN 37075	PC	2,000 00	12/7/2018
Hendersonville First United Methodist Church 217 East Main Street Hendersonville, TN 37075	PC	1,000 00	12/7/2018
Hillsdale College 33 E. College Street Hillsdale, MI 49242	PC	90,000 00	12/7/2018
Holy Family Catholic Church 9100 Crockett Road Brentwood, TN 37027	PC	2,500 00	12/7/2018
Hope Clinic For Women 1810 Hayes Street Nashville, TN 37203	PC	2,500 00	12/7/2018
Jennifer Oneill Ministries Inc 30 Hillenglade Drive Nashville, TN 37207	PC	10,000 00	12/7/2018
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	PC	15,000 00	12/7/2018
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	PC	25,000 00	12/7/2018
Land Trust for Tennessee 209 10th Avenue South, Suite 327 Nashville, TN 37203-7105	PC	10,000 00	12/7/2018
Leadership Institute 1101 N. Highland Street Arlington, VA 22201	PC	25,000 00	12/7/2018
Martha Obryan Center Inc 711 South Seventh Street Nashville, TN 37206	PC	15,000 00	12/7/2018
Men of Valor 504 Valor Way Antioch, TN 37013	PC	5,000.00	12/7/2018
Men of Valor 504 Valor Way Antioch, TN 37013	PC	25,000 00	12/7/2018
Miracle League of Music City Po Box 50710 Nashville, TN 37205	PC	2,500 00	12/7/2018
Nashville Area Red Cross Headquarters 2201 Charlotte Avenue Nashville, TN 37203	PC	5,000 00	12/7/2018
Nashville Coaching Coalition Inc 4721 Trousdale Drive Suite 125 Nashville, TN 37220	PC	5,000 00	12/7/2018

Nashville Rescue Mission 639 Lafayette Street Nashville, TN 37203	PC	2,500 00	12/7/2018
Nashville Symphony One Symphony Place Nashville, TN 37201-2031	PC	25,000 00	12/7/2018
Old Friends Senior Dogs, Inc. P.O Box 93 Mount Juliet, TN 37121	PC	5,000 00	12/7/2018
Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	PC	50,000 00	12/7/2018
Orphaned & Injured Wildlife, Inc. 3012 Center Lake Drive Spirit Lake, IA 51360	PC	500 00	12/7/2018
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	PC	5,000 00	12/7/2018
Pile of Puppies 16055 SW Walker Road, Suite 318 Beaverton, OR 97006	PC	500 00	12/7/2018
Room in the Inn PO Box 25309 Nashville,, TN 37202-5309	PC	35,000 00	12/7/2018
Safe Haven Family Shelter 1234 Third Avenue South Nashville, TN 37210	PC	1,000 00	12/7/2018
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	PC	1,000 00	12/7/2018
Salvus Center 556 Hartsville Pike, Suite 200 Gallatin, TN 37066	PC	10,000 00	12/7/2018
Samaritan's Purse P.O Box 3000 Boone, NC 28607	PC	20,000 00	12/7/2018
Samaritan's Purse P.O Box 3000 Boone, NC 28607	PC	5,000 00	12/7/2018
Sea Shepherd Conservation Society PO Box 2616 Alexandria, VA 22306	PC	2,500.00	12/7/2018
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	PC	5,000 00	12/7/2018
Shakespeare Garden Society of Wessington Springs 23358 385th Ave. Wessington Springs, SD 57382	PC	1,000 00	12/7/2018
Siloam Family Health Center 820 Gale Lane Nashville, TN 37204	PC	5,000 00	12/7/2018
Southern Oregon Humane Society 2910 Table Rock Road Medford, OR 97501	PC	1,000 00	12/7/2018
Spencer Wesleyan Church P.O Box 313 Spencer, NE 68777	PC	2,000 00	12/7/2018
St Henry Church 6401 Harding Pike Nashville, TN 37205	PC	500 00	12/7/2018

Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	PC	10,000 00	12/7/2018
The American Conservative 910 17th St. NW Suite 312 Washington, DC 20006	PC	25,000 00	12/7/2018
The Bridge Ministry Inc P O Box 463 Goodlettsville, TN 37070	PC	2,500 00	12/7/2018
The Nashville Food Project 5904 California Avenue Nashville, TN 37209	PC	50,000 00	12/7/2018
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	PC	10,000 00	12/7/2018
The Salvation Army, Nashville PO Box 78265 Nashville, TN 37207	PC	5,000 00	12/7/2018
Twin City Animal Shelter PO Box 610 Lead, SD 57754	PC	2,000 00	12/7/2018
Undercover Project PO Box 120092 Nashville, TN 37212-0092	PC	500 00	12/7/2018
Vanderbilt University Medical Center 3322 West End Avenue, Suite 900 Nashville, TN 37203	PC	100,000.00	12/7/2018
Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	PC	15,000.00	12/7/2018
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	PC	25,000 00	12/7/2018
Wreaths Across America 9140 Jenkins Road Cotton, MN 55724	PC	1,000 00	11/26/2018
Williamson County Parks and Recreation 1120 Hillsboro Road Franklin, TN 37064	PC	1,500 00	10/17/2018
Heritage Foundation, The 214 Massachussetts Avenue, NE Washington, DC 20001	PC	250,000 00	9/26/2018
Agape Animal rescue PO BOX 292766 Nashville, TN 37229	PC	40,000 00	9/17/2018
Cheyenne Mountain Zoo 4250 Cheyenne Mt Zoo Rd Colorado Springs, CO 80906	PC	10,000.00	9/17/2018
Clinic for the Rehabilitation of Wildlife, Inc P O Box 150 Sanibel Island, FL 33957	PC	2,000 00	9/17/2018
Foundation for Individual Rights in Education (FIRE) 510 Walnut Street, Suite 1250 Philadelphia, PA 19106	PC	20,000 00	9/17/2018
FreedomWorks Foundation 400 North Capitol Street NW Suite 765 Washington, DC 20001	PC	25,000 00	9/17/2018

Friends of Warner Parks Warner Parks Headquarters 50 Vaughn Road Nashville, TN 37221	PC	25,000 00	9/17/2018
Heritage Foundation, The 214 Massachussetts Avenue, NE Washington, DC 20001	PC	50,000 00	9/17/2018
Hillsdale College 33 E College Street Hillsdale, MI 49242	PC	85,000 00	9/17/2018
John Jay Institute PO Box 28221 Philadelphia, PA 19131	PC	25,000 00	9/17/2018
Land Trust for Tennessee 209 10th Avenue South, Suite 327 Nashville, TN 37203-7105	PC	20,000 00	9/17/2018
Loggerhead Marinelife Center, Inc 14200 US Highway One Juno Beach, FL 33408	PC	80,000 00	9/17/2018
Operation Stand Down, Nashville Inc 1125 12th Avenue, Sout Nashville, TN 37203-4709	PC	50,000.00	9/17/2018
Pet Community Center, Inc 943-B Dr Richard G Adams Drive Nashville, TN 37207	PC	15,000 00	9/17/2018
Reboot Combat Recovery P O Box 1223 Ft Campbell, KY 42223	PC	20,000.00	9/17/2018
Saddle Up 1549 Old Hillsboro Road Franklin, TN 37069	PC	15,000 00	9/17/2018
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	PC	25,000.00	9/17/2018
Tennessee Wildlife Federation 300 Orlando Avenue, 200 Nashville, TN 37209	PC	20,000 00	9/17/2018
The Crossroads Campus 707 Monroe St. Nashville, TN 37208	PC	20,000.00	9/17/2018
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	PC	25,000 00	9/17/2018
Nashville Fellowship of Christian Athletes 449 Metroplex Drive Nashville, TN 37221	PC	5,000.00	8/24/2018
Love Takes Root PO Box 885 Spencer, IA 51301	PC	10,000 00	6/15/2018
Barefoot Republic Inc. 1226 Lakeview Drive Suite G Franklin, TN 37067	PC	10,000 00	5/18/2018
Center for Great Apes P O Box 488 Wauchula, FL 33873	PC	25,000 00	5/18/2018
Chimp Haven 13600 Chimpanzee Place Keithville, LA 71047	PC	15,000 00	5/18/2018

Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	5,000 00	5/18/2018
Community Foundation of Middle Tennessee 3833 Cleghorn Avenue Nashville, TN 37215	PC	30,000 00	5/18/2018
Cumberland River Compact Inc 2 Victory Avenue, 300 Nashville, TN 37213	PC	20,000 00	5/18/2018
Friends of Radnor Lake PO Box 40324 Nashville, TN 37204	PC	40,000.00	5/18/2018
Furman University 3300 Poinsett Highway Greenville, SC 29613	PC	75,000.00	5/18/2018
Humanities Tennessee 807 Main St , Ste B Nashville, TN 37206	PC	10,000 00	5/18/2018
Intercollegiate Studies Institute Inc 3901 Centerville Road Wilmington, DE 19807 1938	PC	10,000 00	5/18/2018
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	PC	200,000.00	5/18/2018
Philanthropy Roundtable 1120 20th Street NW Suite 550 Sout Washington, DC 20036	PC	15,000.00	5/18/2018
The First Tee 425 South Legacy trail St. Augustine, FL 32092	PC	200,000 00	5/18/2018
Children's Home Society of South Dakota 801 North Sycamore P.O Box 1749 Sioux Falls, SD 57101 1749	PC	3,000 00	5/3/2018
Beacon Center Of Tennessee PO Box 198646 Nashville, TN 37219	PC	25,000 00	3/8/2018
Black Hills Wild Horse Sanctuary P O Box 998 Hot Springs, SD 57747	PC	11,000 00	3/8/2018
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	PC	5,000 00	3/8/2018
Clinic for the Rehabilitation of Wildlife, Inc. P O Box 150 Sanibel Island, FL 33957	PC	15,000 00	3/8/2018
Manhattan Institute for Policy Research Inc. 52 Vanderbilt Avenue New York, NY 10017	PC	15,000 00	3/8/2018
Men of Valor 504 Valor Way Antioch, TN 37013	PC	25,000 00	3/8/2018
Nashville Zoo 3777 Nolensville Pike Nashville, TN 37211	PC	100,000.00	3/8/2018
Nature Conservancy of Tennessee 210 25th Avenue North Suite 810 Nashville, TN 37203	PC	10,000 00	3/8/2018

Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	PC	15,000 00	3/8/2018
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Rd P O Box 839 Sanibel, FL 33957-0839	PC	25,000 00	3/8/2018
Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	PC	7,500 00	3/8/2018
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	PC	20,000 00	3/8/2018
Stephens College/ Okoboji Summer Theater 1200 E Broadway Columbia, MO 65215	PC	10,000 00	3/8/2018
Tennessee State Museum Foundation 505 Deaderick St Nashville, TN 37243-1402	PC	100,000 00	3/8/2018
The Jack Miller Center 111 Presidential Boulevard, Suite 146 Philadelphia, PA 19004	PC	200,000.00	3/8/2018
The Next Door PO Box 23336 Nashville, TN 37202	PC	35,000 00	3/8/2018
Thistle Farms, Inc 5122 Charlotte Avenue Nashville, TN 37209	PC	20,000.00	3/8/2018
Love Takes Root PO Box 885 Spencer, IA 51301	PC	10,000.00	2/8/2018
		$3,034,500.00	

EIN: 86-0910220

ANDREA WAITT CARLTON FAMILY FOUNDATION
2018 FORM 990-PF
PART XV, LINE 3B, 2018 APPROVED FOR FUTURE PAYMENT

Payee	Project Title	Amount	Status	Schedule Date
Loggerhead Marinelife Center	Waves of Progress Capital Expansion	80,000	Scheduled	9/14/2022
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
Loggerhead Marinelife Center	Waves of Progress Capital Expansion	80,000	Scheduled	9/14/2021
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
The Nashville Food Project	Building Capital Project	50,000	Scheduled	12/10/2020
Belmont University	Carlton Family Endowment Scholarship for Global Leadership Studies	100,000	Scheduled	12/10/2020
Tennessee Golf Foundation	First Tee Program for Tennessee	80,000	Scheduled	10/1/2020
Heritage Foundation, The	AWCFAmily Foundation Fellow: Promoting America's Founding Principles	250,000	Scheduled	9/25/2020
Loggerhead Marinelife Center	Waves of Progress Capital Expansion	80,000	Scheduled	9/14/2020
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
The Nashville Food Project	Building Capital Project	50,000	Scheduled	12/10/2019
Belmont University	Carlton Family Endowment Scholarship for Global Leadership Studies	100,000	Scheduled	12/10/2019

Hillsdale College	Allan P. Kirby, Jr. Center for Constitutional Studies and Citizenship Congressional Outreach Programs	90,000	Scheduled	10/17/2019
Tennessee Golf Foundation	First Tee Program for Tennessee	80,000	Scheduled	10/1/2019
Heritage Foundation, The	AWC Family Foundation Fellow: Promoting America's Founding Principles	250,000	Scheduled	9/20/2019
Loggerhead Marinelife Center	Waves of Progress Capital Expansion	80,000	Scheduled	9/14/2019
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
Total		**2,895,000**		