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Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning		, 2009, and ending			
G Check all that apply.		Initial return	<input type="checkbox"/> Initial return of a former public charity		
		Amended return	<input type="checkbox"/> Address change		
		<input type="checkbox"/> Name change			
<b>Use the IRS label. Otherwise, print or type. See Specific Instructions</b>	Name of foundation		A Employer identification number		
	HAZEL CROSBY CARLTON FOUNDATION, INC.		20-3163711		
	Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see page 10 of the instructions)	
	3500 REYNOLDS ROAD			(863) 669-0861	
City or town, state, and ZIP code		C If exemption application is pending, check here . . . . . <input type="checkbox"/>			
LAKELAND, FL 33803-7327		D 1. Foreign organizations, check here . . . . . <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		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) ► \$ 383,521.		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 (Part I, column (d) must be on cash basis)					
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	1,141,028			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
	3 Interest on savings and temporary cash investments	4	4		ATTACH 1
	4 Dividends and interest from securities . . . . .	2,173	2,173		ATTACH 2
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10	-4,777			
	b Gross sales price for all assets on line 6a	16,051			
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	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) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	165			ATTACH 3	
12 Total. Add lines 1 through 11	1,138,593	2,177			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	5,365	0	0	5,365
	b Accounting fees (attach schedule) . . . . .	1,488	744	0	744
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	71	18		53
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	9			9
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	965			965
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	7,898	762	0	7,136
25 Contributions, gifts, grants paid . . . . .	935,969			935,969	
26 Total expenses and disbursements. Add lines 24 and 25	943,867	762	0	943,105	
27 Subtract line 26 from line 12	194,726				
a Excess of revenue over expenses and disbursements . . . . .					
b Net investment income (if negative, enter -0-) . . . . .		1,415			
c Adjusted net income (if negative, enter -0-) . . . . .			-0-		

<b>Part II</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing . . . . .	92,909.	254,551.	254,551.
2	Savings and temporary cash investments . . . . .	3,630.	39,330.	39,330.
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 page 16 of the 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 . . . . .			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) <u>ATTACH 8</u>	64,139.	64,139.	89,501.
c	Investments - corporate bonds (attach schedule) . . . . .			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . .			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ► <u>ATTACH 9</u> ) . . . . .	139.	139.	139.
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	160,817.	358,159.	383,521.
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ► . . . . .)			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds . . . . .			
28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	160,817.	358,159.	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	160,817.	358,159.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	160,817.	358,159.	

**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	160,817.
2	Enter amount from Part I, line 27a . . . . .	2	194,726.
3	Other increases not included in line 2 (itemize) ► <u>ATTACHMENT 10</u>	3	2,616.
4	Add lines 1, 2, and 3 . . . . .	4	358,159.
5	Decreases not included in line 2 (itemize) ►	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	358,159.

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss) . . . . .</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>-4,777.</b>	
<b>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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .</b>	<b>{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .</b>		<b>3</b>	<b>-4,777.</b>	

**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 page 18 of 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))		
2008	827,224.	74,838.	11.053529		
2007	814,705.	47,775.	17.052957		
2006	736,569.	4,607.	159.880399		
2005	239,770.	1,967.	121.896289		
2004					
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b>	<b>309.883174</b>	
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .</b>			<b>3</b>	<b>77.470794</b>	
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .</b>			<b>4</b>	<b>234,949.</b>	
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5</b>	<b>18,201,686.</b>	
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b>	<b>14.</b>	
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7</b>	<b>18,201,700.</b>	
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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 on page 18.			<b>8</b>	<b>943,105.</b>	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
1	28.		
2			
3	28.		
4	0.		
5	28.		
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	0.
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	60.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	60.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	32.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	Refunded ►

#### Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	Yes	No
1b		X	
1c	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	Yes	No
1c		X	
1d	Did the foundation file Form 1120-POL for this year? . . . . .	Yes	No
1d		X	
1e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	Yes	No
1e		X	
1f	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	Yes	No
1f		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	Yes	No
2	If "Yes," attach a detailed description of the activities.	Yes	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? If "Yes," attach a conformed copy of the changes . . . . .	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
4a		X	
4b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	Yes	No
5	If "Yes," attach the statement required by General Instruction T	Yes	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? . . . . .	Yes	No
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	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► FL,	Yes	No
8a		X	
8b	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 . . . . .	Yes	No
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	Yes	No
10		X	

**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 page 20 of the instructions) . . . . . 11  X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13  X

Website address ► **WWW.HCC-FOUNDATION.COM**

14 The books are in care of ► **CYNTHIA L. BUNCH** Telephone no ► **863-669-0861**  
Located at ► **3500 REYNOLDS ROAD LAKELAND, FL** ZIP + 4 ► **33803**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► **15**

**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.

	<b>Yes</b>	<b>No</b>
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input 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 page 20 of the instructions)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <span style="float: right;">1b <input type="checkbox"/></span>		
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 2009? . . . . .		
1c <span style="float: right;">X</span>		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the 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 ►		
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 2009 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 2009) . . . . .		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
4a <span style="float: right;">X</span>		
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 2009? . . . . .		
4b <span style="float: right;">X</span>		

Form 990-PF (2009)

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	X
	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? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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 page 22 of the 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
ATTACHMENT 11		0.	0.	0.
-----				
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
NONE				
-----				
-----				
-----				
-----				
-----				

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

**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 page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services . . . . . ► NONE

**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 (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	

Total. Add lines 1 through 3 . . . . . ►

Form 990-PF (2009)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 65,848.
b	Average of monthly cash balances	1b 172,679.
c	Fair market value of all other assets (see page 24 of the instructions)	1c 0.
d	<b>Total</b> (add lines 1a, b, and c)	1d 238,527.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 238,527.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 3,578.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 234,949.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 11,747.

**Part XI Distributable Amount** (see page 25 of the 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 11,747.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 28.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 28.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 11,719.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 11,719.
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 11,719.

**Part XII Qualifying Distributions** (see page 25 of the 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 943,105.
b	Program-related investments - total from Part IX-B	1b 0.
1	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 0.
1	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a 0.
b	Cash distribution test (attach the required schedule)	3b 0.
1	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 943,105.
1	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 page 26 of the instructions)	5 N/A
1	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 943,105.

**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 page 26 of the instructions)**

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				11,719.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07 ,20 06 ,20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	239,672.			
b From 2005 . . . . .	736,339.			
c From 2006 . . . . .	812,352.			
d From 2007 . . . . .	823,535.			
e From 2008 . . . . .				
f Total of lines 3a through e . . . . .	2,611,898.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 943,105.				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				11,719.
e Remaining amount distributed out of corpus . . . . .	931,386.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,543,284.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	3,543,284.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	239,672.			
b Excess from 2006 . . . . .	736,339.			
c Excess from 2007 . . . . .	812,352.			
d Excess from 2008 . . . . .	823,535.			
e Excess from 2009 . . . . .	931,386.			

**Part XIV** **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling				►		4942(j)(3) or	4942(j)(5)
2a	Check box to indicate whether the foundation is a private operating foundation described in section							
	Tax year				Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006				
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)(ii)							
	(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 page 28 of the instructions.)

## 1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	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)				
<b>a Paid during the year</b>				
ATTACHMENT 12				
<b>Total. . . . .</b>			► 3a	935,969.
<b>b Approved for future payment</b>				
<b>Total. . . . .</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	4.	
4 Dividends and interest from securities . . . . .			14	2,173.	
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 . . . . .			18	-4,777.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a					
b REFUND OF GRANT PAID					165.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .				-2,600.	165.
13 Total Add line 12, columns (b), (d), and (e) . . . . .				13	-2,435.

{9}

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

**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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash . . . . .	1a(1)	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

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

b. If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
</td		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

**Signature of officer or trustee**

11/15/10

Data

Board member

**Title**

Sign Here		Signature of officer or trustee	Date	File
Paid Preparer's Use Only	Preparer's signature		Date 11/15/10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions)	
 <b>CROWE HORWATH LLP</b> 331 SOUTH FLORIDA AVENUE, SUITE 400 LAKELAND, FL		EIN 		Phone no 863-687-4010

**Form 990-PF (2009)**

## Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

**2009**

Name of the organization	Employer identification number
HAZEL CROSBY CARLTON FOUNDATION, INC.	20-3163711

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization HAZEL CROSBY CARLTON FOUNDATION, INC.

Employer identification number

20-3163711

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BUNCH AND ASSOCIATES, INC. PO BOX 32037 LAKELAND, FL 33802	\$ 1,141,028.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	4.	4.
TOTAL	<u>4.</u>	<u>4.</u>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	2,173.	2,173.
TOTAL	<u>2,173.</u>	<u>2,173.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOMEDESCRIPTION

REFUND OF GRANT PAID

REVENUE  
AND  
EXPENSES  
PER BOOKS

165.

TOTALS

165.

## FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,365.	0.	0.	5,365.
TOTALS	<u>5,365.</u>	<u>0.</u>	<u>0.</u>	<u>5,365.</u>

## FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
VARIOUS ACCOUNTING FEES	1,488.	744.	744.	744.
TOTALS	<u>1,488.</u>	<u>744.</u>	<u>0.</u>	<u>744.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	18.		18.
FEDERAL TAXES	53.		53.
TOTALS	<u>71.</u>	<u>18.</u>	<u>53.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES	TOTALS
LICENSE EXPENSE	61.	61.	
POSTAGE EXPENSE	70.	70.	
MEALS & ENTERTAINMENT	834.	834.	965.

CHARITABLE  
PURPOSES 61.  
70.  
834.  
965.

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING EMV</u>
MUTUAL FUNDS	64,139.	89,501.
TOTALS	<u>64,139.</u>	<u>89,501.</u>

ATTACHMENT 8

DESCRIPTION

DIVIDEND RECEIVABLES

BOOK VALUEENDING  
FMV

139.

139.

TOTALS

139.

139.

ATTACHMENT 9

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR ADJUSTMENT	2,616.
TOTAL	<u>2,616.</u>

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
		0.	0.	0.
CYNTHIA L. BUNCH 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	PRESIDENT/TREASURER 1.00	0.	0.	0.
JAMES D. BUNCH 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	VICE-PRESIDENT/SECRETARY 1.00	0.	0.	0.
CHRISTY WATKINS 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	DIRECTOR 1.00	0.	0.	0.
LIEF GOODSON 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	DIRECTOR 1.00	0.	0.	0.
CHARLES FUNK 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	DIRECTOR 1.00	0.	0.	0.
KATHY SERGI 3500 REYNOLDS ROAD LAKELAND, FL 33803-7327	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

## FORM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			ATTACHMENT 12
A WOMAN'S CHOICE, INC. 1234 E LIME STREET LAKELAND, FL 33801	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	97,500
A WOMAN'S HEART-PRC PO BOX 9235 GREENVILLE, TX 75403	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	78,000
ALPHA PREGNANCY SERVICES P O BOX 2305 PHILADELPHIA, PA 19103	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	62,400
ALTERNATIVES PREGNANCY RESOURCE CENTER 2628 EL CAMINO AVE, STE B-1 SACRAMENTO, CA 95821	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	62,400
BARTOW FIRST ASSEMBLY 915 S. BROADWAY AVENUE BARTOW, FL 33830	N/A PUBLIC CHARITY	TO PROMOTE MINISTRY	600
BETHANY CHRISTIAN SERVICES OF FL 29 W SMITH STREET WINTER GARDEN, FL 34787	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	4,500

RECIPIENT NAME AND ADDRESS		FOUNDATION AND STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	N/A PUBLIC CHARITY	PROVIDING MINISTRY AND FINANCIAL ASSISTANCE TO ASSOC	10,500.	
CARINGBRIDGE P.O. BOX 131447 HOUSTON, TX 77219	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	100	
CHI ALPHA 1445 BOONVILLE AVENUE SPRINGFIELD, MO 65802	N/A PUBLIC CHARITY	TO PROMOTE CAMPUS MINISTRIES THROUGHOUT THE US	14,400	
CHURCH OF THE NAZARENE CENTRAL FLORIDA 4720 CLEVELAND HEIGHTS BLVD, STE 303 LAKELAND, FL 33813	N/A PUBLIC CHARITY	TO PROMOTE MINISTRY	1,000	
DANIEL BUTZ 1315 OSTIN NENE TALLAHASSEE, FL 32301	NONE INDIVIDUAL	HEALTHCARE	2,000	
DAVIE PREGNANCY CENTER PO BOX 296 MOCKSVILLE, NC 27028	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	8,000	

ATTACHMENT 12 (CONT'D.)

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

## AND

## FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVERGREEN ASSOCIATION 61 LEWIS PARKWAY YONKERS, NY 10705	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	2,000
FIRST LIFE CENTER FOR PREGNANCY 3125 BRUTON BLVD, STE B ORLANDO, FL 32805	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	62,400
FLORIDA BAPTIST CHILDREN'S HOME PO BOX 8190 LAKELAND, FL 33802	N/A PUBLIC CHARITY	TO PROMOTE MINISTRY	1,000
HUNTINGTON AT SUNDANCE 300 HEARTLAND BLVD MULBERRY, FL 33860	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	1,262
IMAGE CLEAR ULTRASOUND NATIONAL 2569 ROMIG ROAD, SUITE 203B AKRON, OH 44320	N/A PUBLIC CHARITY	TO PROMOTE HEALTHCARE	6,000
JOHN A. LOGAN COLLEGE FOUNDATION 700 LOGAN COLLEGE ROAD CARTERVILLE, IL 62918	N/A PUBLIC CHARITY	TO PROMOTE EDUCATION	23,889

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

## AND

## FOUNDATION STATUS OF RECIPIENT

## AMOUNT

KENT NAZARENE CHURCH  
930 E. JAMES STREET  
KENT, WA 98031  
  
N/A  
PUBLIC CHARITY

LELAND FAMILY MINISTRIES  
PO BOX 123  
BARTOW, FL 33831  
  
N/A  
PUBLIC CHARITY

LIGHTHOUSE MINISTRIES  
PO BOX 3112  
LAKELAND, FL 33802  
  
N/A  
PUBLIC CHARITY

LIVING WELL MEDICAL CLINIC  
2010 N TUSTIN AVENUE, SUITE D  
ORANGE, CA 92665  
  
N/A  
PUBLIC CHARITY

LOOK UP MINISTRIES  
50 O'BANNON AVENUE  
NEWARK, OH 43055  
  
N/A  
PUBLIC CHARITY

MIDTOWN PREGNANCY SUPPORT CENTER  
104 E 40TH STREET, #706  
NEW YORK, NY 10016  
  
N/A  
PUBLIC CHARITY

## ATTACHMENT 12 (CONT'D)\*

95,228.

4,500

33,000

6,000.

2,000

1,200

## RECIPIENT NAME AND ADDRESS

MISSION POSSIBLE OUTREACH CHURCH  
P. O. BOX 748  
LAKELAND, FL 33807

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

N/A

PUBLIC CHARITY

MYRANDA'S CHILD & FAMILY FOUNDATION  
14400 MERIDIAN ROAD  
CARTERVILLE, IL 62918

N/A

PUBLIC CHARITY

## NEW HORIZONS GROUP HOMES, INC

PO BOX 963  
BRANDON, FL 33509

NEW LIFE ASSEMBLY OF GOD  
8250 US HIGHWAY 98 N  
LAKELAND, FL 33809

N/A

PUBLIC CHARITY

NEW LIFE FAMILY SERVICES  
1515 EAST 66TH STREET  
RICHFIELD, MN 55423

N/A

PUBLIC CHARITY

POLK COUNTY FRATERNAL ORDER OF POLICE  
125 W. BRANNEN ROAD  
LAKELAND, FL 33813

N/A

PUBLIC CHARITY

## PURPOSE OF GRANT OR CONTRIBUTION

TO PROMOTE MINISTRY

TO PROMOTE HEALTHCARE

TO PROMOTE MINISTRY

TO PROMOTE HEALTHCARE

TO PROMOTE MINISTRY

TO PROMOTE SAFETY

TO PROMOTE MINISTRY

## AMOUNT

1,500

17,500

21,200

6,000

500

## FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

AMOUNT

RECIPIENT NAME AND ADDRESS  
 PREGNANCY HELP CENTER OF LAKELAND  
 PO BOX 2071  
 LAKELAND, FL 33806  
 N/A  
 PUBLIC CHARITY

PREGNANCY HELP, INC  
 233 W 14TH STREET  
 NEW YORK, NY 10011  
 N/A  
 PUBLIC CHARITY

PREGNANCY SOLUTIONS & SERVICES  
 3136 MANCHESTER ROAD  
 AKRON, OH 44319  
 N/A  
 PUBLIC CHARITY

SAVATION ARMY  
 P O BOX 928  
 LAKELAND, FL 33802  
 N/A  
 PUBLIC CHARITY

SAVATION ARMY (CA)  
 1771 N. PARTRIDGE ST  
 ANAHEIM, CA 92806  
 N/A  
 PUBLIC CHARITY

SUPPORT OUR TROOPS  
 P O BOX 70  
 DAYTONA BEACH, FL 32115-0070  
 TO SUPPORT THE ARMED FORCES  
 300

ATTACHMENT 12 (CONT'D)

## PURPOSE OF GRANT OR CONTRIBUTION

TO PROMOTE HEALTHCARE  
 N/A  
 PUBLIC CHARITY

TO SUPPORT THE ARMED FORCES  
 300

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JOSEPH'S ACADEMY 3100 MCDONALD ST. LAKELAND, FL 33803	N/A PUBLIC CHARITY	TO PROMOTE EDUCATION	2,000
TALBOT HOUSE MINISTRIES 814 N KENTUCKY AVENUE LAKELAND, FL 33801	N/A PUBLIC CHARITY	TO PROMOTE MINISTRY	7,000
UNITED PRESBYTERIAN CHURCH 2819 HUDSON DRIVE CUYAHOGA FALLS, OH 44221	N/A PUBLIC CHARITY	TO PROMOTE MINISTRY	2,000
WENDELL WATSON ELEMENTARY 6800 WALT WILLIAMS ROAD LAKELAND, FL 33809	N/A PUBLIC CHARITY	TO PROMOTE EDUCATION	100
		TOTAL CONTRIBUTIONS PAID	<u><u>935.95</u></u>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box  ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only . . . . . ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization HAZEL CROSBY CARLTON FOUNDATION, INC.	Employer identification number 20-3163711
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 3500 REYNOLDS ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LAKELAND, FL 33803-7327	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► CYNTHIA L. BUNCH

Telephone No ► 863 669-0861 FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box . . . . . ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . ►  . If it is for part of the group, check this box . . . ►  and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2009 or
- tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <u>60.</u>
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ <u>0.</u>
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <u>60.</u>

**Caution:** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ►
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of Exempt Organization <b>HAZEL CROSBY CARLTON FOUNDATION, INC.</b>	Employer identification number <b>20-3163711</b>
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. <b>3500 REYNOLDS ROAD</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>LAKELAND, FL 33803-7327</b>	

**Check type of return to be filed** (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ► **CYNTHIA L. BUNCH**  
Telephone No. ► **863-669-0861** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box . . . . ►  . If it is for part of the group, check this box . . . . ►  and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
- 5 For calendar year **2009**, or other tax year beginning **20**, and ending **20**.
- 6 If this tax year is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ <b>0</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ <b>0</b>
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c \$ <b>0.00</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Cynthia Bunch Title ► CPA Date ► 8/12/2010