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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

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 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	CARLTON FOUNDATION P O BOX 2886 Mobile, AL 36652-2886	A Employer identification number 58-1947471 B Telephone number (see the instructions) 251-690-1024 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 572,211.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part II Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)				
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	17,472.	17,472.		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-14,399.			
6b Gross sales price for all assets on line 6a	127,434.			
7 Capital gain, net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)	SEE STATEMENT 1 351.			
12 Total. Add lines 1 through 11	3,424.	17,472.	0.	
13 Compensation of officers, directors, trustees, etc.	5,053.	3,032.		2,021.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	SEE ST 2 800.			800.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr)	SEE STM 3 119.	119.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	5,972.	3,151.		2,821.
25 Contributions, gifts, grants paid PART XV	34,000.			34,000.
26 Total expenses and disbursements. Add lines 24 and 25	39,972.	3,151.	0.	36,821.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-36,548.			
b Net investment income (if negative, enter -0-)		14,321.		
c Adjusted net income (if negative, enter -0-)			0.	

ADMINISTRATION AND OPERATING EXPENSES
 OCT 10 2012

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S				
1 Cash – non-interest-bearing				
2 Savings and temporary cash investments	15,276.	36,127.	36,127.	
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 the instructions)				
7 Other notes and loans receivable (attach sch) ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments – U.S. and state government obligations (attach schedule)				
b Investments – corporate stock (attach schedule)				
c Investments – corporate bonds (attach schedule)				
11 Investments – land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) STATEMENT 4	559,927.	502,691.	536,084.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	575,203.	538,818	572,211.	
L I A B I L I T I E S				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule).				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
N E T A S S E T S O R F U N D B A L A N C E S				
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
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	575,203.	538,818.		
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see the instructions)	575,203.	538,818.		
31 Total liabilities and net assets/fund balances (see the instructions)	575,203.	538,818.		

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	575,203.
2 Enter amount from Part I, line 27a.	2	-36,548.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	163.
4 Add lines 1, 2, and 3	4	538,818.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	538,818.

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 shares MLC Company)

(b) How acquired
P - Purchase
D - Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS			
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 126,170.		141,833.	-15,663.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-15,663.
b			1,264.
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-14,399.
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 the instructions). If (loss), enter -0- in Part I, line 8		3	0.

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 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 (column (b) divided by column (c))
2008	29,939.	608,877.	0.049171
2007	31,845.	683,796.	0.046571
2006	32,345.	647,965.	0.049918
2005	31,345.	634,167.	0.049427
2004	24,700.	625,128.	0.039512

2 Total of line 1, column (d)	2	0.234599
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	3	0.046920
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	565,479.
5 Multiply line 4 by line 3	5	26,532.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	143.
7 Add lines 5 and 6	7	26,675.
8 Enter qualifying distributions from Part XII, line 4	8	36,821.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instructions)

Table with 11 rows for excise tax calculation. Line 1: 143. Line 2: 0. Line 3: 143. Line 4: 0. Line 5: 143. Line 6a: 376. Line 7: 376. Line 8: 0. Line 9: 0. Line 10: 233. Line 11: 0. Total: 233. Refunded: 0.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: N/A. Row 5: No. Row 6: No. Row 7: No. Row 8a: GA. Row 8b: No. Row 9: No. Row 10: No.

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:

- (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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

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? 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? Yes No

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? Yes No

5b	N/A	
6b	X	
7b	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 487 CHERRY STREET MACON, GA 31201	CO TRUSTEE 25.00	5,053.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter **NONE**.

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

Total number of others receiving over \$50,000 for professional services		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 (see instructions)

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

BAA

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	548,444.
b Average of monthly cash balances	1b	25,646.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	574,090.
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	574,090.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,611.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	565,479.
6 Minimum investment return. Enter 5% of line 5	6	28,274.

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	28,274.
2a Tax on investment income for 2009 from Part VI, line 5	2a	143.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	143.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	28,131.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	28,131.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,131.

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	36,821.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	36,821.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	143.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,678.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				28,131.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only.			30,070.	
b Total for prior years: 20 <u>01</u> , 20 <u> </u> , 20 <u> </u>		635		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>36,821.</u>				
a Applied to 2008, but not more than line 2a			30,070.	
b Applied to undistributed income of prior years (Election required – see instructions)		635.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				6,116.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				22,015.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

1 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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 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)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 6

b The form in which applications should be submitted and information and materials they should include:

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT FOR LINE 2A

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 7				
Total			▶ 3a	34,000.
b Approved for future payment				
Total			▶ 3b	

CARLTON FOUNDATION

58-1947471

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE TAX REFUND	\$ 351.		
TOTAL	<u>\$ 351.</u>	<u>0.</u>	<u>0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE.	\$ 800.			\$ 800.
TOTAL	<u>\$ 800.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 800.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD-DIVIDENDS	\$ 119.	\$ 119.		
TOTAL	<u>\$ 119.</u>	<u>\$ 119.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
SCHEDULE ATTACHED	COST	\$ 502,691.	\$ 536,084.
TOTAL		<u>\$ 502,691.</u>	<u>\$ 536,084.</u>

CARLTON FOUNDATION

58-1947471

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

DIFFERENCE IN INCOME RECOGNITION & RECEIPT \$ 163.
TOTAL \$ 163.

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: REGIONS MORGAN KEEGAN TRUST
CARE OF: G EDMUND NOBLES
STREET ADDRESS: P O BOX 8
CITY, STATE, ZIP CODE: ALBANY, GA 31702
TELEPHONE: 229-438-2451
FORM AND CONTENT: N/A
SUBMISSION DEADLINES: N/A
RESTRICTIONS ON AWARDS: N/A

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
YOUNG LIFE ALBANY P O BOX 70053 ALBANY, GA 31708	NONE		GENERAL FUNDS	\$ 3,000.
THE LILLY PAD SANE CENTER INC P O BOX 467 ALBANY, GA 31702	NONE		GENERAL FUNDS	2,000.
ALBANY RESCUE MISSION 604 N MONROE STREET ALBANY, GA 31701	NONE		GENERAL FUNDS	2,000.
ALBANY COMMUNITY HOSPICE 320 FOUNDATION LANE ALBANY, GA 31707	NONE		GENERAL FUNDS	2,000.
DEERFIELD-WINDSOR SCHOOL P O BOX 71149 ALBANY, GA 31708	NONE		GENERAL FUNDS	5,000.
HUMANE SOCIETY OF ALBANY P O BOX 3151 ALBANY, GA 31706	NONE		GENERAL FUNDS	2,000.

CARLTON FOUNDATION

58-1947471

STATEMENT 7 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ST PAUL'S SOUP KITCHEN 212 N JEFFERSON STREET ALBANY, GA 31701	NONE		GENERAL FUNDS	\$ 2,000.
DARTON FOUNDATION 2400 GILLIONVILLE ROAD ALBANY, GA 31707	NONE		GENERAL FUNDS	3,000.
ALBANY SYMPHONY ASSOCIATION P O BOX 70065 ALBANY, GA 31708	NONE		GENERAL FUNDS	3,000.
ALBANY TECHNICAL COLLEGE FOUNDATION, INC 1704 S SLAPPEY BOULEVARD ALBANY, GA 31701	NONE		GENERAL FUNDS	1,500.
GIRLS INCORPORATED OF ALBANY 701 PARK PLACE ALBANY, GA 31702	NONE		GENERAL FUNDS	1,500.
THE FIRST TEE 425 SOUTH LEGACY TRAIL ST AUGUSTINE, FL 32092	NONE		GENERAL FUNDS	2,000.
FRIENDSHIP BAPTIST CHURCH P O BOX 1786 ALBANY, GA 31702	NONE		GENERAL FUNDS	1,000.
FLINT RIVER QUARUIM 101 PINE AVENUE ALBANY, GA 31701	NONE		GENERAL FUNDS	2,000.
ALBANY MUSEUM OF ART 311 MEADOWLARK DRIVE ALBANY, GA 31707	NONE		GENERAL FUNDS	2,000.
TOTAL \$				<u>34,000.</u>



U.S. TRUST

Bank of America Private Wealth Management

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Portfolio Detail

Jan. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
0.000	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$0.00	\$1.07	\$0.00	\$0.00	\$0.00	\$0.00	0.0%
52,480.030	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	52,480.03	2.67	52,480.03	1,000	0.00	78.72	0.2
	Total Cash Equivalents		\$52,480.03	\$3.74	\$52,480.03		\$0.00	\$78.72	0.1%
	Cash/Currency Other								
-16,353.140	INCOME CASH		-\$16,353.14	\$0.00	-\$16,353.14	1,000	\$0.00	\$0.00	0.0%
	Total Cash/Currency Other		-\$16,353.14	\$0.00	-\$16,353.14		\$0.00	\$0.00	0.0%
	Total Cash/Currency		\$36,126.89	\$3.74	\$36,126.89		\$0.00	\$78.72	0.2%
	(2) Industry Sector Codes								
	CND = Consumer Discretionary								
	CNS = Consumer Staples								
	ENR = Energy								
	FIN = Financials								
	HEA = Health Care								
	JND = Industrials								
	IFT = Information Technology								
	MAT = Materials								
	OEC = Other Equities								
	TEL = Telecommunication Services								
	UPL = Utilities								
42,000	ABBOTT LABS Ticker: ABB	002824100 HEA	\$2,267.58	\$0.00	\$2,010.86	47,878	-\$256.72	\$67.20	3.0%
119,000	ADDBE SYS INC Ticker: ADDBE	00724F101 IFT	4,376.82	0.00	3,395.92	28,028	1,041.50	0.00	0.0
36,000	AMGEN INC Ticker: AMGN	031162100 HEA	2,036.52	0.00	1,854.43	51,512	182.09	0.00	0.0
57,000	APACHE CORP Ticker: APA	037411105 ENR	5,880.69	0.00	3,827.60	67,151	2,053.09	34.20	0.6
243,000	AT&T INC Ticker: T	00206R102 TEL	6,811.29	0.00	6,120.78	25,188	690.51	408.24	6.0

(1) Market Value in the Portfolio Detail section does not include Accrued Income



Part 11 Balance Sheets P. 2 of 7

Settlement Date

Portfolio Detail

Jan. 01, 2009 through Dec. 31, 2009

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
158,000	AVON PRODS INC Ticker: AVP	054303102 CNS	4,977.00 31.500	0.00	4,766.47 30.168	4,766.47 30.168	210.53	132.72	2.7
135,000	COMCAST CORP NEW CL A COM Ticker: CMCS A	20030N101 CND	2,276.10 16.860	0.00	2,441.55 18.086	2,441.55 18.086	-165.45	51.03	2.2
91,000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	2,934.75 32.250	31.85	2,532.19 27.826	2,532.19 27.826	402.56	31.85	1.1
313,000	EMC CORP Ticker: EMC	268648102 IFT	5,468.11 17.470	0.00	3,440.45 10.992	3,440.45 10.992	2,027.66	0.00	0.0
41,000	EOG RES INC Ticker: EOG	26875P101 ENR	3,989.30 97.300	0.00	2,669.87 65.119	2,669.87 65.119	1,319.43	23.78	0.6
50,000	EXELON CORP Ticker: EXC	30161N101 UTL	2,443.50 48.870	0.00	2,597.89 51.958	2,597.89 51.958	-154.39	105.00	4.3
51,000	FPL GROUP INC Ticker: FPL	302571104 UTL	2,693.82 52.820	0.00	2,808.19 55.063	2,808.19 55.063	-114.37	96.39	3.6
143,000	GENERAL ELEC CO Ticker: GE	369604103 IND	2,163.59 15.130	14.30	1,718.65 12.019	1,718.65 12.019	444.94	57.20	2.6
27,000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	1,168.29 43.270	0.00	1,212.70 44.915	1,212.70 44.915	-44.41	0.00	0.0
30,000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104 FIN	5,065.20 168.840	0.00	4,495.75 149.858	4,495.75 149.858	569.45	42.00	0.8
0,000	HESS CORP Ticker: HES	42809H107 ENR	0.00 60.500	6.50	0.00 0.00	0.00 0.00	0.00	0.00	0.0
115,000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	5,923.65 51.510	9.20	2,944.43 25.604	2,944.43 25.604	2,979.22	36.80	0.6
59,000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	7,723.10 130.900	0.00	4,641.13 78.663	4,641.13 78.663	3,081.97	129.80	1.7
165,000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	6,875.55 41.670	0.00	7,613.39 46.142	7,613.39 46.142	-737.84	33.00	0.5
63,000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	4,013.73 63.710	37.80	3,650.33 57.942	3,650.33 57.942	363.40	151.20	3.8

Portfolio Detail

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Jan. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
27.000	LOCKHEED MARTIN CORP Ticker: LMT	539830109 IND	2,034.45 75.350	0.00	2,031.73 75.249	2.72	68.04	3.3	
126.000	LOWES COS INC Ticker: LOW	548661107 CND	2,947.14 23.390	0.00	1,692.02 13.429	1,255.12	45.36	1.5	
29.000	MCKESSON CORP Ticker: MCK	581550103 HEA	1,812.50 62.500	3.48	1,089.72 37.577	722.78	13.92	0.8	
287.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	8,747.76 30.480	0.00	7,138.22 24.872	1,609.54	149.24	1.7	
14.000	MONSANTO CO NEW COM Ticker: MON	61166W101 MAT	1,144.50 81.750	0.00	617.00 44.071	527.50	14.84	1.3	
60.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	4,881.00 81.350	19.80	2,995.75 49.929	1,885.25	79.20	1.6	
406.000	PFIZER INC Ticker: PFE	717081103 HEA	7,385.14 18.190	0.00	6,485.55 15.974	899.59	292.32	4.0	
136.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	6,553.84 48.190	78.88	5,473.91 40.249	1,079.93	315.52	4.8	
56.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	2,956.24 52.790	0.00	2,123.96 37.928	832.28	22.40	0.8	
16.000	PRAXAIR INC Ticker: PX	74005P104 MAT	1,284.96 80.310	0.00	820.88 51.305	464.08	25.60	2.0	
25.000	PRUDENTIAL FINL INC Ticker: PRU	744320102 FIN	1,244.00 49.760	0.00	1,294.38 51.775	-50.38	17.50	1.4	
37.000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	2,071.26 55.980	14.43	1,822.39 49.254	248.87	57.72	2.8	
77.000	SOUTHWESTERN ENERGY CO Ticker: SWN	845467109 ENR	3,711.40 48.200	0.00	2,025.19 26.301	1,686.21	0.00	0.0	
115.000	STAPLES INC Ticker: SPLS	855030102 CND	2,827.85 24.590	9.49	2,420.32 21.046	407.53	37.95	1.3	
55.000	STATE STR CORP Ticker: STT	857477103 FIN	2,394.70 43.540	0.55	2,921.61 53.120	-526.91	2.20	0.1	

Part 11 Balance Sheets R 4 of 7

Portfolio Detail

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Jan. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(f)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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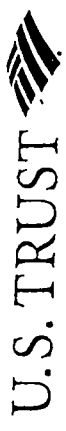
Equities (cont)

U.S. Large Cap (cont)									
195,000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	5,081.70 26,060	0.00	5,580.38 28,617	✓	-498.68	93.60	1.8
40,000	THERMO FISHER SCIENTIFIC CORP Ticker: TMO	883556102 HEA	1,907.60 47,690	0.00	2,323.93 58,098	✓	-416.33	0.00	0.0
35,000	UNITED PARCEL SVC INC CL/B Ticker: UPS	911312106 IND	2,007.95 57,370	0.00	1,822.17 52,062	✓	185.78	63.00	3.1
110,000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	7,635.10 69,410	0.00	5,022.64 45,660	✓	2,612.46	169.40	2.2
118,000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	2,656.18 22,510	5.90	2,676.32 22,681	✓	-20.14	23.60	0.9
0,000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	0.00 53,450	20.44	0.00	✓	0.00	0.00	0.0
171,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	4,615.29 26,990	0.00	4,529.15 26,486	✓	86.14	34.20	0.7
68,000	YUM BRANDS INC Ticker: YUM	988498101 CND	2,377.96 34,970	0.00	1,748.08 25,707	✓	629.88	57.12	2.4
Total U.S. Large Cap			\$157,367.11	\$252.62	\$129,337.28		\$28,029.83	\$2,983.14	1.9%

U.S. Mid Cap									
13,000	APOLLO GROUP INC CLA Ticker: APOL	037604105 CND	\$787.54 60,580	\$0.00	\$893.62 68,740	✓	-\$106.08	\$0.00	0.0%
64,000	AXIS CAP HLDGS LTD BERMUDA Ticker: AXS	G0692U109 FIN	1,818.24 28,410	13.44	1,588.27 24,817	✓	229.97	53.76	3.0
16,000	CELANESE CORP DEL SER A COM Ticker: CE	150870103 MAT	513.60 32,100	0.00	363.96 22,748	✓	149.64	2.56	0.5

Settlement Date

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Bank of America Private Wealth Management

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Portfolio Detail

Jan. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
2,530.421	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES Ticker: NMPAX	19765J608 OED	23,381.09 9.240	0.00	20,485.03 8.096	2,896.06	260.63	1.1	
160.000	DEAN FOODS CO NEW COM Ticker: DF	242370104 CNS	2,886.40 18.040	0.00	2,992.77 18.705	-106.37	0.00	0.0	
10.000	FLOWSERV CORP Ticker: FLS	34354P105 IND	945.30 94.530	2.70	737.72 73.772	207.58	10.80	1.1	
40.000	LABORATORY CORP AMER HLDGS NEW COM Ticker: LH	50540R409 HEA	2,993.60 74.840	0.00	2,870.03 71.751	123.57	0.00	0.0	
22.000	MILSON CORP BREWING CO CL B COM Ticker: TAP	60871R209 CNS	993.52 45.160	0.00	1,005.70 45.714	-12.18	21.12	2.1	
105.000	MYLAN INC Ticker: MYL	628530107 HEA	1,935.15 18.430	0.00	1,556.63 14.825	378.52	0.00	0.0	
119.000	NABORS INDS INC SIN B M 66359F1032 BERMUDA Ticker: NBR	66359F103 ENR	2,473.57 21.890	0.00	1,958.43 17.331	515.14	0.00	0.0	
37.000	NAVISTAR INTL CORP NEW Ticker: NAV	63934E108 IND	1,430.05 38.650	0.00	1,516.46 40.985	-86.41	0.00	0.0	
86.000	NORDSTRM INC Ticker: JWN	655684100 CND	3,231.88 37.580	0.00	1,944.67 22.612	1,287.21	55.04	1.7	
64.000	PACKAGING CORP AMER Ticker: PKG	695156109 MAT	1,472.64 23.010	9.50	867.38 13.553	605.26	38.40	2.6	
40.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	2,155.20 53.880	0.00	1,815.20 45.380	340.00	40.00	1.9	
15.000	POLO RALPH LAUREN CORP CLA Ticker: RL	731572103 CND	1,214.70 80.980	1.50	1,027.82 68.521	186.88	6.00	0.5	
78.000	PRINCIPAL FINL GROUP INC Ticker: PFG	74251V102 FIN	1,875.12 24.040	0.00	1,929.83 24.741	-54.71	39.00	2.1	

Portfolio Detail

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Jan. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
	Total U.S. Mid Cap		\$50,107.60	\$27.24	\$43,553.52		\$6,554.08	\$527.31	1.1%
	U.S. Small Cap								
588,894	COLUMBIA SMALL CAP INDEX FUND CLASS Z SHARES Ticker: NMSCX	19765J814 OEQ	\$8,191.52 13.910	\$0.00	\$7,448.29 12.648	✓	\$743.23	\$67.72	0.8%
	Total U.S. Small Cap		\$8,191.52	\$0.00	\$7,448.29		\$743.23	\$67.72	0.8%
International Developed									
1,800,000	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES Ticker: EMIE X	19765H586 OEQ	\$25,542.00 14.190	\$0.00	\$30,672.00 17.040	✓	-\$5,130.00	\$424.80	1.7%
564,016	COLUMBIA MULTI-ADVISOR INTL EQUITY FUND CLASS Z SHARES Ticker: NIEQ X	19765H677 OEQ	6,424.14 11.390	0.00	10,000.00 17.730	✓	-3,575.86	258.32	4.0
52,000	TYCO INTL LTD NEW F COM SWITZERLAND Ticker: TYC	H89128104 IND	1,855.36 35.680	0.00	1,589.35 30.564	✓	266.01	41.60	2.2
	Total International Developed		\$33,821.50	\$0.00	\$42,261.35		-\$8,439.85	\$724.72	2.1%
Total Equities									
	Total		\$249,487.73	\$279.86	\$222,600.44		\$26,887.29	\$4,302.89	1.7%
Investment Grade Taxable									
19,698,447	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	\$194,620.66 9.880	\$556.03	\$189,379.14 9.614	✓	\$5,241.52	\$7,564.20	3.9%
8,926,900	COLUMBIA TOTAL RETURN BOND FUND CLASS Z SHARES	19765H453	86,323.12 9.670	305.85	85,725.90 9.603	✓	597.22	3,722.52	4.3

10/1/09

Settlement Date

UNITED STATES FEDERAL RESERVE SYSTEM

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2009 through Dec. 31, 2009

Account: 60-01-101-6739585 CO-TR FOR CARLTON FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
180.000	GENERAL ELEC CAP CORP PUBLIC INCREMENT PINES PED 6.625% Moody's: AAA S&P: AA+	369622527	4,507.20 25.040	0.00	4,986.00 ✓ 27.700		-478.80	298.08	6.6
	Total Investment Grade Taxable		\$285,450.98	\$861.88	\$280,091.04		\$5,359.94	\$11,584.80	4.1%
	Total Fixed Income		\$285,450.98	\$861.88	\$280,091.04		\$5,359.94	\$11,584.80	4.1%
	Total Portfolio		\$571,065.60	\$1,145.48	\$538,818.37 ✓		\$32,247.23	\$15,966.41	2.8%
	Accrued Income		\$1,145.48						
	Total		\$572,211.08						

Part IV P. 1 of 7

ACCT E132 011016739585
 FROM 01/01/2009
 TO 12/31/2009

BANK OF AMERICA, N.A.
 STATEMENT OF CAPITAL GAINS AND LOSSES
 CO-TR FOR CARLTON FOUNDATION

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 639
 TRUST ADMINISTRATOR: 827
 INVESTMENT OFFICER: 51H

LEGEND: F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
19.0000 AGCO CORP - 001084102 - MINOR = 3101						
SOLD		03/11/2009	317.15			
ACQ	19.0000	08/26/2008	317.15	1144.90	-827.75	ST
11.0000 AGCO CORP - 001084102 - MINOR = 3101						
SOLD		03/24/2009	220.59			
ACQ	11.0000	08/26/2008	220.59	662.84	-442.25	ST
15.0000 AGCO CORP - 001084102 - MINOR = 3101						
SOLD		03/24/2009	300.81			
ACQ	15.0000	09/18/2008	300.81	719.94	-419.13	ST
25.0000 AGCO CORP - 001084102 - MINOR = 3101						
SOLD		03/24/2009	501.35			
ACQ	25.0000	12/16/2008	501.35	551.69	-50.34	ST
5.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 3101						
SOLD		03/06/2009	233.56			
ACQ	5.0000	03/22/2007	233.56	272.99	-39.43	LT15
3.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 3101						
SOLD		03/06/2009	140.13			
ACQ	3.0000	09/22/2006	140.13	143.63	-3.50	LT15
5.0000 AMAZON COM INC - 023135106 - MINOR = 3101						
SOLD		05/01/2009	394.71			
ACQ	5.0000	08/01/2007	394.71	384.47	10.24	LT15
10.0000 AMAZON COM INC - 023135106 - MINOR = 3101						
SOLD		08/06/2009	837.59			
ACQ	10.0000	08/01/2007	837.59	768.93	68.66	LT15
10.0000 AMAZON COM INC - 023135106 - MINOR = 3101						
SOLD		08/06/2009	837.59			
ACQ	10.0000	08/16/2007	837.59	712.56	125.03	LT15
23.0000 AMGEN INC - 031162100 - MINOR = 3101						
SOLD		05/20/2009	1168.48			
ACQ	23.0000	09/26/2008	1168.48	1385.88	-217.40	ST
15.0000 AUTODESK INC COM - 052769106 - MINOR = 3101						
SOLD		06/19/2009	308.81			
ACQ	15.0000	02/07/2008	308.81	578.05	-269.24	LT15
20.0000 AUTODESK INC COM - 052769106 - MINOR = 3101						
SOLD		06/19/2009	411.74			
ACQ	20.0000	09/15/2006	411.74	722.89	-311.15	LT15
5.0000 AUTODESK INC COM - 052769106 - MINOR = 3101						
SOLD		12/18/2009	121.82			
ACQ	5.0000	09/15/2006	121.82	180.72	-58.90	LT15
30.0000 AUTODESK INC COM - 052769106 - MINOR = 3101						
SOLD		12/18/2009	730.92			
ACQ	30.0000	12/16/2008	730.92	554.73	176.19	LT15
25.0000 BEST BUY INCORPORATED - 086516101 - MINOR = 3101						
SOLD		01/27/2009	712.13			
ACQ	25.0000	05/15/2008	712.13	1125.49	-413.36	ST
5.0000 BEST BUY INCORPORATED - 086516101 - MINOR = 3101						
SOLD		01/27/2009	142.42			
ACQ	5.0000	05/02/2008	142.42	222.75	-80.33	ST
25.0000 BEST BUY INCORPORATED - 086516101 - MINOR = 3101						
SOLD		04/02/2009	1023.03			
ACQ	25.0000	05/02/2008	1023.03	1113.75	-90.72	ST
4.0000 BURLINGTON NORTHERN SANTA FE CORP - 12189T104 - MINOR = 3101						
SOLD		03/11/2009	221.28			
ACQ	4.0000	07/22/2008	221.28	520.18	-298.90	ST
1.0000 BURLINGTON NORTHERN SANTA FE CORP - 12189T104 - MINOR = 3101						
SOLD		04/08/2009	62.85			
ACQ	1.0000	07/22/2008	62.85	130.04	-67.19	ST
20.0000 BURLINGTON NORTHERN SANTA FE CORP - 12189T104 - MINOR = 3101						
SOLD		04/08/2009	1257.09			
ACQ	20.0000	08/26/2008	1257.09	2047.38	-790.29	ST
5.0000 BURLINGTON NORTHERN SANTA FE CORP - 12189T104 - MINOR = 3101						
SOLD		04/08/2009	314.27			
ACQ	5.0000	10/10/2008	314.27	390.84	-76.57	ST
45.0000 CIGNA CORP - 125509109 - MINOR = 3101						
SOLD		08/28/2009	1331.29			
ACQ	45.0000	03/11/2009	1331.29	687.78	643.51	ST
29.0000 CIGNA CORP - 125509109 - MINOR = 3101						
SOLD		12/18/2009	1031.06			
ACQ	29.0000	03/11/2009	1031.06	443.24	587.82	ST
37.0000 CIGNA CORP - 125509109 - MINOR = 3101						
SOLD		12/18/2009	1315.50			
ACQ	37.0000	03/06/2009	1315.50	495.45	820.05	ST
40.0000 CVS CAREMARK CORP COM - 126650100 - MINOR = 3101						
SOLD		01/13/2009	1038.99			
ACQ	40.0000	10/10/2008	1038.99	1148.76	-109.77	ST
10.0000 CISCO SYSTEMS INCORPORATED - 17275R102 - MINOR = 3101						
SOLD		04/17/2009	178.96			
ACQ	10.0000	06/15/2006	178.96	199.58	-20.62	LT15
150.0000 CISCO SYSTEMS INCORPORATED - 17275R102 - MINOR = 3101						
SOLD		04/17/2009	2684.38			
ACQ	150.0000	06/17/2003	2684.38	2707.50	-23.12	LT15
10.0000 COCA COLA CO COM - 191216100 - MINOR = 3101						
SOLD		01/13/2009	440.75			
ACQ	10.0000	09/27/2005	440.75	426.13	14.62	LT15

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TAX PREPARER: 639
 TRUST ADMINISTRATOR: 827
 INVESTMENT OFFICER: 51H

LEGEND: F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
20.0000 COCA COLA CO COM - 191216100 - MINOR = 3101						
SOLD		01/27/2009	867.02			
ACQ	20.0000	09/27/2005	867.02	852.27	14.75	LT15
20.0000 COCA COLA CO COM - 191216100 - MINOR = 3101						
SOLD		05/01/2009	844.70			
ACQ	20.0000	10/27/2005	844.70	847.68	-2.98	LT15
604.8390 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES - 19765H362 - MINOR = 3515						
SOLD		12/18/2009	6000.00			
ACQ	604.8390	03/01/2004	6000.00	6140.86	-140.86	LT15
616.6500 COLUMBIA TOTAL RETURN BOND FUND CLASS Z SH - 19765H453 - MINOR = 3515						
SOLD		12/18/2009	6000.00			
ACQ	616.6500	03/29/2007	6000.00	6018.50	-18.50	LT15
18.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/18/2009	330.61			
ACQ	18.0000	06/02/2009	330.61	277.32	53.29	ST
43.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/18/2009	789.79			
ACQ	43.0000	04/17/2009	789.79	650.22	139.57	ST
90.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/18/2009	1653.04			
ACQ	90.0000	04/08/2009	1653.04	1342.52	310.52	ST
72.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/18/2009	1322.44			
ACQ	72.0000	02/26/2009	1322.44	776.82	545.62	ST
34.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/18/2009	624.48			
ACQ	34.0000	03/04/2009	624.48	366.09	258.39	ST
15.0000 DEVON ENERGY CORPORATIOIN NEW - 25179M103 - MINOR = 3101						
SOLD		03/04/2009	641.73			
ACQ	15.0000	07/02/2008	641.73	1857.15	-1215.42	ST
5.0000 DEVON ENERGY CORPORATIOIN NEW - 25179M103 - MINOR = 3101						
SOLD		03/04/2009	213.91			
ACQ	5.0000	08/26/2008	213.91	525.14	-311.23	ST
2.0000 DEVON ENERGY CORPORATIOIN NEW - 25179M103 - MINOR = 3101						
SOLD		03/04/2009	85.57			
ACQ	2.0000	11/25/2008	85.57	146.30	-60.73	ST
8.0000 DEVON ENERGY CORPORATIOIN NEW - 25179M103 - MINOR = 3101						
SOLD		03/06/2009	319.69			
ACQ	8.0000	11/25/2008	319.69	585.19	-265.50	ST
5.0000 DEVON ENERGY CORPORATIOIN NEW - 25179M103 - MINOR = 3101						
SOLD		03/06/2009	199.81			
ACQ	5.0000	11/19/2008	199.81	349.32	-149.51	ST
20.0000 DISNEY WALT CO - 254687106 - MINOR = 3101						
SOLD		03/24/2009	366.16			
ACQ	20.0000	08/16/2007	366.16	635.37	-269.21	LT15
10.0000 DISNEY WALT CO - 254687106 - MINOR = 3101						
SOLD		03/24/2009	183.08			
ACQ	10.0000	08/30/2006	183.08	291.38	-108.30	LT15
10.0000 DUN & BRADSTREET CORP DEL NEW - 26483E100 - MINOR = 3101						
SOLD		05/01/2009	802.91			
ACQ	10.0000	05/15/2008	802.91	917.28	-114.37	ST
5.0000 DUN & BRADSTREET CORP DEL NEW - 26483E100 - MINOR = 3101						
SOLD		05/20/2009	414.72			
ACQ	5.0000	02/15/2007	414.72	448.13	-33.41	LT15
5.0000 DUN & BRADSTREET CORP DEL NEW - 26483E100 - MINOR = 3101						
SOLD		12/18/2009	405.41			
ACQ	5.0000	02/15/2007	405.41	448.12	-42.71	LT15
10.0000 DUN & BRADSTREET CORP DEL NEW - 26483E100 - MINOR = 3101						
SOLD		12/18/2009	810.82			
ACQ	10.0000	01/19/2007	810.82	842.40	-31.58	LT15
7.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		05/20/2009	518.37			
ACQ	7.0000	11/29/2006	518.37	626.27	-107.90	LT15
CHANGED 03/23/10 MW4 ***FOUND UPDATE***						
3.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/02/2009	226.48			
ACQ	3.0000	11/29/2006	226.48	268.40	-41.92	LT15
CHANGED 03/23/10 MW4 ***FOUND UPDATE***						
6.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/02/2009	452.96			
ACQ	6.0000	11/10/2006	452.96	511.48	-58.52	LT15
CHANGED 03/23/10 MW4 ***FOUND UPDATE***						
10.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/19/2009	774.89			
ACQ	10.0000	11/10/2006	774.89	852.47	-77.58	LT15
CHANGED 03/23/10 MW4 ***FOUND UPDATE***						
9.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/26/2009	694.24			
ACQ	9.0000	11/10/2006	694.24	767.23	-72.99	LT15
CHANGED 03/23/10 MW4 ***FOUND UPDATE***						
10.0000 EXPRESS SCRIPTS INC CL A 00 - 302182100 - MINOR = 3101						
SOLD		08/28/2009	720.73			
ACQ	10.0000	08/03/2007	720.73	509.58	211.15	LT15

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TAX PREPARER: 639
 TRUST ADMINISTRATOR: 827
 INVESTMENT OFFICER: 51H

LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
30.0000 EXPRESS SCRIPTS INC CL A 00 - 302182100 - MINOR = 3101						
SOLD		12/18/2009	2553.68			
ACQ	30.0000	04/03/2007	2553.68	1250.42	1303.26	LT15
5.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		03/20/2009	344.60			
ACQ	5.0000	01/13/2009	344.60	389.15	-44.55	ST
22.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		03/20/2009	1516.24			
ACQ	22.0000	02/05/1999	1516.24	736.73	779.51	LT15
13.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		04/09/2009	909.61			
ACQ	13.0000	02/05/1999	909.61	435.34	474.27	LT15
13.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		05/08/2009	920.33			
ACQ	13.0000	02/05/1999	920.33	435.34	484.99	LT15
13.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		05/20/2009	914.17			
ACQ	13.0000	02/05/1999	914.17	435.34	478.83	LT15
23.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		06/02/2009	1669.78			
ACQ	23.0000	02/05/1999	1669.78	770.23	899.55	LT15
8.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		08/06/2009	556.34			
ACQ	8.0000	02/05/1999	556.34	267.90	288.44	LT15
43.0000 EXXON MOBIL CORPORATION - 30231G102 - MINOR = 3101						
SOLD		12/18/2009	2924.56			
ACQ	43.0000	02/05/1999	2924.56	1439.99	1484.57	LT15
10.0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		03/11/2009	928.20			
ACQ	10.0000	09/22/2006	928.20	778.79	149.41	LT15
15.0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		03/11/2009	1392.29			
ACQ	15.0000	12/20/2007	1392.29	1016.40	375.89	LT15
60.0000 GENERAL ELEC CO - 369604103						
SOLD		07/31/2009	796.80			
ACQ	60.0000	02/05/1999	796.80	1947.25	-1150.45	LT15
39.0000 GENERAL ELEC CO - 369604103						
SOLD		07/31/2009	517.92			
ACQ	39.0000	06/16/2008	517.92	1129.01	-611.09	LT15
21.0000 GENERAL ELEC CO - 369604103						
SOLD		08/06/2009	299.70			
ACQ	21.0000	06/16/2008	299.70	607.93	-308.23	LT15
25.0000 GENERAL ELEC CO - 369604103						
SOLD		08/06/2009	356.78			
ACQ	25.0000	12/20/2002	356.78	646.00	-289.22	LT15
25.0000 GENERAL ELEC CO - 369604103						
SOLD		08/06/2009	356.78			
ACQ	25.0000	11/15/2002	356.78	594.80	-238.02	LT15
12.0000 GENERAL ELEC CO - 369604103						
SOLD		08/06/2009	171.26			
ACQ	12.0000	09/18/2008	171.26	279.46	-108.20	ST
10.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 3101						
SOLD		08/28/2009	450.54			
ACQ	10.0000	06/03/2008	450.54	556.33	-105.79	LT15
15.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 3101						
SOLD		08/28/2009	675.80			
ACQ	15.0000	07/24/2008	675.80	791.41	-115.61	LT15
5.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 3101						
SOLD		08/28/2009	225.27			
ACQ	5.0000	03/17/2009	225.27	226.71	-1.44	ST
5.0000 GOLDMAN SACHS GROUP INC - 38141G104 - MINOR = 3101						
SOLD		08/28/2009	821.29			
ACQ	5.0000	05/09/2008	821.29	939.13	-117.84	LT15
30.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		04/09/2009	309.20			
ACQ	30.0000	11/13/2003	309.20	1663.30	-1374.10	LT15
25.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		04/09/2009	257.66			
ACQ	25.0000	09/26/2008	257.66	1304.58	-1046.92	ST
85.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		04/09/2009	876.06			
ACQ	85.0000	10/03/2008	876.06	2686.64	-1810.58	ST
55.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		04/09/2009	566.86			
ACQ	55.0000	10/10/2008	566.86	1003.30	-436.44	ST
84.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		08/06/2009	1505.57			
ACQ	84.0000	05/20/2009	1505.57	1369.54	136.03	ST
39.0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		08/06/2009	699.01			
ACQ	39.0000	06/02/2009	699.01	613.91	85.10	ST
25.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		02/13/2009	862.82			
ACQ	25.0000	09/26/2008	862.82	1265.69	-402.87	ST

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TAX PREPARER: 639
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 INVESTMENT OFFICER: 51H

LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
5.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		03/17/2009	168.65			
ACQ	5.0000	09/26/2008	168.65	253.14	-84.49	ST
9.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		03/17/2009	303.58			
ACQ	9.0000	10/10/2008	303.58	366.86	-63.28	ST
26.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		03/24/2009	900.75			
ACQ	26.0000	10/10/2008	900.75	1059.83	-159.08	ST
5.0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/18/2009	286.77			
ACQ	5.0000	05/09/2008	286.77	575.48	-288.71	LT15
20.0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/18/2009	1147.07			
ACQ	20.0000	04/08/2009	1147.07	1139.74	7.33	ST
25.0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/18/2009	1433.83			
ACQ	25.0000	01/19/2007	1433.83	1255.40	178.43	LT15
15.0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/18/2009	860.30			
ACQ	15.0000	11/25/2008	860.30	719.36	140.94	LT15
50.0000 HOME DEPOT INC - 437076102 - MINOR = 3101						
SOLD		03/06/2009	893.56			
ACQ	50.0000	06/03/2008	893.56	1354.39	-460.83	ST
20.0000 HOME DEPOT INC - 437076102 - MINOR = 3101						
SOLD		03/06/2009	357.43			
ACQ	20.0000	07/24/2008	357.43	490.61	-133.18	ST
20.0000 HOME DEPOT INC - 437076102 - MINOR = 3101						
SOLD		03/06/2009	357.42			
ACQ	20.0000	12/16/2008	357.42	478.47	-121.05	ST
5.0000 INTERNATIONAL BUSINESS MACHS - 459200101 - MINOR = 31001						
SOLD		05/08/2009	503.13			
ACQ	5.0000	06/03/2008	503.13	643.09	-139.96	ST
1.0000 INTERNATIONAL BUSINESS MACHS - 459200101 - MINOR = 31001						
SOLD		05/08/2009	100.63			
ACQ	1.0000	02/09/2006	100.63	80.32	20.31	LT15
5.0000 INTERNATIONAL BUSINESS MACHS - 459200101 - MINOR = 31001						
SOLD		05/20/2009	525.94			
ACQ	5.0000	02/09/2006	525.94	401.58	124.36	LT15
15.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		05/08/2009	826.39			
ACQ	15.0000	08/12/2008	826.39	1074.69	-248.30	ST
13.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		05/08/2009	716.21			
ACQ	13.0000	09/26/2008	716.21	902.80	-186.59	ST
2.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		08/28/2009	120.49			
ACQ	2.0000	09/26/2008	120.49	138.89	-18.40	ST
13.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		08/28/2009	783.15			
ACQ	13.0000	06/03/2008	783.15	870.39	-87.24	LT15
37.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		12/18/2009	2368.12			
ACQ	37.0000	06/03/2008	2368.12	2477.25	-109.13	LT15
5.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		12/18/2009	320.02			
ACQ	5.0000	02/13/2009	320.02	285.95	34.07	ST
7.0000 KIMBERLY CLARK CORP COM - 494368103 - MINOR = 3101						
SOLD		05/20/2009	361.43			
ACQ	7.0000	08/12/2008	361.43	434.45	-73.02	ST
20.0000 LIFE TECHNOLOGIES CORP COM - 53217V109 - MINOR = 3101						
SOLD		12/18/2009	1023.47			
ACQ	20.0000	05/08/2009	1023.47	729.04	294.43	ST
8.0000 LOCKHEED MARTIN CORPORATION - 539830109 - MINOR = 3101						
SOLD		05/20/2009	654.04			
ACQ	8.0000	10/10/2008	654.04	691.40	-37.36	ST
15.0000 MCKESSON HBOC INC - 58155Q103 - MINOR = 3101						
SOLD		06/19/2009	668.17			
ACQ	15.0000	01/13/2009	668.17	627.93	40.24	ST
6.0000 MCKESSON HBOC INC - 58155Q103 - MINOR = 3101						
SOLD		06/19/2009	267.27			
ACQ	6.0000	12/16/2008	267.27	225.46	41.81	ST
10.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		02/26/2009	269.40			
ACQ	10.0000	04/03/2007	269.40	454.20	-184.80	LT15
19.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		02/26/2009	511.87			
ACQ	19.0000	11/29/2006	511.87	848.17	-336.30	LT15
12.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		03/04/2009	275.31			
ACQ	12.0000	11/29/2006	275.31	535.69	-260.38	LT15
24.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		03/17/2009	628.10			
ACQ	24.0000	11/29/2006	628.10	1071.37	-443.27	LT15

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 639
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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
4.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		03/17/2009	104.68			
ACQ	4.0000	03/22/2007	104.68	176.92	-72.24	LT15
17.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		05/20/2009	444.47			
ACQ	17.0000	03/22/2007	444.47	751.90	-307.43	LT15
14.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		08/28/2009	450.85			
ACQ	14.0000	03/22/2007	450.85	619.21	-168.36	LT15
25.0000 MERCK & CO INC COM - 589331107 - MINOR = 3101						
SOLD		08/28/2009	805.10			
ACQ	25.0000	07/24/2008	805.10	820.08	-14.98	LT15
22.0000 METLIFE INC - 59156R108 - MINOR = 3101						
SOLD		05/20/2009	695.47			
ACQ	22.0000	04/17/2009	695.47	620.26	75.21	ST
70.0000 METLIFE INC - 59156R108 - MINOR = 3101						
SOLD		05/20/2009	2212.84			
ACQ	70.0000	11/25/2008	2212.84	1641.72	571.12	ST
5.0000 MONSANTO CO NEW 00 - 61166W101 - MINOR = 3101						
SOLD		05/20/2009	461.18			
ACQ	5.0000	10/29/2008	461.18	422.73	38.45	ST
3.0000 MONSANTO CO NEW 00 - 61166W101 - MINOR = 3101						
SOLD		05/20/2009	276.70			
ACQ	3.0000	09/15/2006	276.70	132.21	144.49	LT15
3.0000 MONSANTO CO NEW 00 - 61166W101 - MINOR = 3101						
SOLD		06/02/2009	243.55			
ACQ	3.0000	09/15/2006	243.55	132.21	111.34	LT15
65.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/19/2009	618.51			
ACQ	65.0000	12/19/2007	618.51	1325.08	-706.57	LT15
18.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/19/2009	171.28			
ACQ	18.0000	04/01/2008	171.28	353.11	-181.83	LT15
12.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	108.21			
ACQ	12.0000	04/01/2008	108.21	235.41	-127.20	LT15
30.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	270.52			
ACQ	30.0000	01/16/2008	270.52	586.42	-315.90	LT15
45.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	405.79			
ACQ	45.0000	05/15/2008	405.79	860.04	-454.25	LT15
25.0000 NIKE INC CL B - 654106103 - MINOR = 3101						
SOLD		05/01/2009	1326.73			
ACQ	25.0000	08/26/2008	1326.73	1489.87	-163.14	ST
40.0000 NOKIA CORPORATION SPONSORED ADR - 654902204 - MINOR = 3161						
SOLD		02/26/2009	384.28			
ACQ	40.0000	09/26/2008	384.28	776.70	-392.42	ST
25.0000 NOKIA CORPORATION SPONSORED ADR - 654902204 - MINOR = 3161						
SOLD		02/26/2009	240.17			
ACQ	25.0000	12/20/2005	240.17	460.11	-219.94	LT15
70.0000 NOKIA CORPORATION SPONSORED ADR - 654902204 - MINOR = 3161						
SOLD		02/26/2009	672.49			
ACQ	70.0000	01/24/2006	672.49	1285.82	-613.33	LT15
10.0000 NORTEL NETWORKS CORP NEW COM - 656568508 - MINOR = 3161						
SOLD		03/06/2009	0.76			
ACQ	10.0000	10/27/2008	0.76	11.60	-10.84	ST
25.0000 PEPSICO INCORPORATED - 713448108 - MINOR = 3101						
SOLD		01/27/2009	1299.19			
ACQ	25.0000	02/06/2002	1299.19	1217.21	81.98	LT15
5.0000 PEPSICO INCORPORATED - 713448108 - MINOR = 3101						
SOLD		01/27/2009	259.84			
ACQ	5.0000	12/20/2002	259.84	205.25	54.59	LT15
20.0000 PEPSICO INCORPORATED - 713448108 - MINOR = 3101						
SOLD		04/09/2009	1044.24			
ACQ	20.0000	12/20/2002	1044.24	821.00	223.24	LT15
10.0000 POTASH CORP SASK INC - 73755L107 - MINOR = 3161						
SOLD		12/18/2009	1064.61			
ACQ	10.0000	01/16/2008	1064.61	1390.10	-325.49	LT15
5.0000 POTASH CORP SASK INC - 73755L107 - MINOR = 3161						
SOLD		12/18/2009	532.31			
ACQ	5.0000	12/16/2008	532.31	370.19	162.12	LT15
5.0000 PRAXAIR INC COM - 74005P104 - MINOR = 3101						
SOLD		02/13/2009	338.79			
ACQ	5.0000	09/26/2008	338.79	371.79	-33.00	ST
7.0000 PRAXAIR INC COM - 74005P104 - MINOR = 3101						
SOLD		05/20/2009	518.65			
ACQ	7.0000	08/12/2005	518.65	359.41	159.24	LT15
2.0000 PRAXAIR INC COM - 74005P104 - MINOR = 3101						
SOLD		05/20/2009	148.19			
ACQ	2.0000	08/12/2005	148.19	102.61	45.58	LT15
5.0000 RIO TINTO PLC SPONSORED ADR - 767204100 - MINOR = 3161						
SOLD		02/13/2009	568.76			
ACQ	5.0000	02/09/2006	568.76	991.36	-422.60	LT15

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 639
 TRUST ADMINISTRATOR: 827
 INVESTMENT OFFICER: 51H

LEGEND. P - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
5.0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 3161						
SOLD		01/27/2009	210.83			
ACQ	5.0000	07/02/2008	210.83	538.46	-327.63	ST
5.0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 3161						
SOLD		01/27/2009	210.83			
ACQ	5.0000	07/24/2008	210.83	505.96	-295.13	ST
3.0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 3161						
SOLD		01/27/2009	126.49			
ACQ	3.0000	01/24/2006	126.49	186.53	-60.04	LT15
12.0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 3161						
SOLD		01/27/2009	502.63			
ACQ	12.0000	01/24/2006	502.63	746.13	-243.50	LT15
20.0000 SCHLUMBERGER LIMITED - 806857108 - MINOR = 3161						
SOLD		03/17/2009	836.09			
ACQ	20.0000	02/09/2006	836.09	1190.14	-354.05	LT15
15.0000 SOUTHERN COMPANY - 842587107 - MINOR = 3101						
SOLD		05/01/2009	429.98			
ACQ	15.0000	09/18/2008	429.98	592.15	-162.17	ST
10.0000 SOUTHERN COMPANY - 842587107 - MINOR = 3101						
SOLD		05/01/2009	286.66			
ACQ	10.0000	10/10/2008	286.66	311.13	-24.47	ST
25.0000 STAPLES INCORPORATED - 855030102 - MINOR = 3101						
SOLD		06/26/2009	512.90			
ACQ	25.0000	08/26/2008	512.90	600.42	-87.52	ST
15.0000 STATE STR CORP - 857477103 - MINOR = 3101						
SOLD		08/28/2009	797.74			
ACQ	15.0000	05/21/2007	797.74	1029.28	-231.54	LT15
22.0000 TJX COS INC NEW - 872540109 - MINOR = 3101						
SOLD		12/18/2009	801.54			
ACQ	22.0000	06/26/2009	801.54	691.68	109.86	ST
33.0000 TJX COS INC NEW - 872540109 - MINOR = 3101						
SOLD		12/18/2009	1202.32			
ACQ	33.0000	06/19/2009	1202.32	1018.67	183.65	ST
10.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 3161						
SOLD		06/19/2009	474.80			
ACQ	10.0000	03/04/2009	474.80	437.66	37.14	ST
16.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 3161						
SOLD		06/19/2009	759.68			
ACQ	16.0000	03/11/2009	759.68	689.37	70.31	ST
12.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 3101						
SOLD		06/02/2009	214.37			
ACQ	12.0000	08/12/2005	214.37	361.72	-147.35	LT15
45.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 3101						
SOLD		08/06/2009	1008.78			
ACQ	45.0000	08/12/2005	1008.78	1356.44	-347.66	LT15
42.0000 VALE S A ADR - 91912E105 - MINOR = 3161						
SOLD		12/18/2009	1152.66			
ACQ	42.0000	05/20/2009	1152.66	838.96	313.70	ST
22.0000 VALE S A ADR - 91912E105 - MINOR = 3161						
SOLD		12/18/2009	603.77			
ACQ	22.0000	06/02/2009	603.77	438.51	165.26	ST
15.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101						
SOLD		02/13/2009	446.24			
ACQ	15.0000	11/27/2007	446.24	620.70	-174.46	LT15
26.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101						
SOLD		06/02/2009	763.07			
ACQ	26.0000	11/27/2007	763.07	1075.87	-312.80	LT15
19.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101						
SOLD		12/18/2009	620.99			
ACQ	19.0000	11/27/2007	620.99	786.21	-165.22	LT15
16.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		07/31/2009	799.09			
ACQ	16.0000	06/03/2008	799.09	926.64	-127.55	LT15
24.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		08/06/2009	1177.47			
ACQ	24.0000	06/03/2008	1177.47	1389.96	-212.49	LT15
15.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		12/18/2009	786.80			
ACQ	15.0000	06/03/2008	786.80	868.73	-81.93	LT15
35.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		12/18/2009	1835.87			
ACQ	35.0000	05/15/2008	1835.87	1997.80	-161.93	LT15
15.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		12/18/2009	786.80			
ACQ	15.0000	05/01/2009	786.80	748.39	38.41	ST
10.0000 WAL-MART STORES INCORPORATED - 931142103 - MINOR = 3101						
SOLD		12/18/2009	524.54			
ACQ	10.0000	10/10/2008	524.54	491.66	32.88	LT15
15.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		05/20/2009	428.50			
ACQ	15.0000	08/12/2008	428.50	530.67	-102.17	ST
8.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		05/20/2009	228.53			
ACQ	8.0000	11/13/2003	228.53	224.24	4.29	LT15

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 639
 TRUST ADMINISTRATOR: 827
 INVESTMENT OFFICER: 51H

LEGEND: F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
21.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		06/02/2009	602.10			
ACQ	21.0000	11/13/2003	602.10	588.63	13.47	LT15
36.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		12/18/2009	1183.10			
ACQ	36.0000	11/13/2003	1183.10	1009.08	174.02	LT15
45.0000 WELLS FARGO COMPANY - 949746101 - MINOR = 3101						
SOLD		01/13/2009	1102.98			
ACQ	45.0000	02/06/2002	1102.98	1018.35	84.63	LT15
70.0000 INVESCO LTD COM - G491BT108 - MINOR = 3162						
SOLD		02/13/2009	927.84			
ACQ	70.0000	05/09/2008	927.84	1926.26	-998.42	ST
20.0000 INVESCO LTD COM - G491BT108 - MINOR = 3162						
SOLD		02/13/2009	265.10			
ACQ	20.0000	07/24/2008	265.10	480.12	-215.02	ST
20.0000 NOBLE CORP COM - G65422100 - MINOR = 3162						
SOLD		01/13/2009	445.54			
ACQ	20.0000	05/02/2008	445.54	1142.78	-697.24	ST
10.0000 NOBLE CORP COM - G65422100 - MINOR = 3162						
SOLD		01/13/2009	222.77			
ACQ	10.0000	04/01/2008	222.77	504.35	-281.58	ST
30.0000 NOBLE CORP COM - G65422100 - MINOR = 3162						
SOLD		01/13/2009	668.32			
ACQ	30.0000	02/12/2008	668.32	1409.18	-740.86	ST
TOTALS			126170.31	141833.80		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-10508.02	0.00	-5155.47	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	1264.28			0.00
	-10508.02	0.00	-3891.19	0.00	0.00	0.00
STATE						
SUBTOTAL FROM ABOVE	-10508.02	0.00	-5155.47	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	1264.28			0.00
	-10508.02	0.00	-3891.19	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
GEORGIA	N/A	N/A

CARLTON FOUNDATION

4655000249

2009 FORM 990-PF

EIN: 58-1947471

ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

Part XIII Line 4b :

In accordance with Internal Revenue Regulation 53.4942(a)-3(d)(2), this foundation hereby elects to apply §635 of the 2009 qualifying distributions, in excess of the immediately preceding tax year's undistributed income, to undistributed amounts for years prior to 2008.

Regions Bank

Vanessa Suster

Trust Tax Officer