Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [X] Name change SEE ATTACHED

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: ANDREA WAITT CARLTON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PO BOX 58389

City or town, state, and ZIP code: NASHVILLE, TN 37205

A Employer identification number: 86-0910220

B Telephone number: 615-873-4142

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 52,306,954.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	288,608.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	229,840.	229,840.		STATEMENT 1
	4 Dividends and interest from securities	311,187.	311,187.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<49,101.>			
	b Gross sales price for all assets on line 6a 2,842,130.				
	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 or (loss)				
	11 Other income	133,421.	133,063.		STATEMENT 3
	12 Total. Add lines 1 through 11	913,955.	674,090.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	225,967.	17,333.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	26,622.	3,059.		0.
	16a Legal fees STMT 4	11,515.	0.		0.
	b Accounting fees STMT 5	29,205.	0.		0.
	c Other professional fees STMT 6	101,563.	101,563.		0.
	17 Interest	1,286.	1,286.		0.
	18 Taxes STMT 7	22,266.	14,654.		0.
	19 Depreciation and depletion	18,039.	18,039.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	390,791.	295,332.		13,827.
	24 Total operating and administrative expenses. Add lines 13 through 23	827,254.	451,266.		13,827.
	25 Contributions, gifts, grants paid	1,654,381.			1,654,381.
	26 Total expenses and disbursements. Add lines 24 and 25	2,481,635.	451,266.		1,668,208.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,567,680.>			
	b Net investment income (if negative, enter -0-)		222,824.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

Section	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	25,975.	91,248.	91,248.
	2	Savings and temporary cash investments	393,169.	4,153,340.	4,153,340.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 9	2,561,790.	2,423,588.	3,393,945.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	37,823,240.	33,764,701.	44,617,900.
	14	Land, buildings, and equipment basis ▶ 6,560.			
		Less accumulated depreciation ▶ 6,560.			
	15	Other assets (describe ▶ STATEMENT 11)	1,137,556.	50,521.	50,521.
	16	**Total assets** (to be completed by all filers)	41,941,730.	40,483,398.	52,306,954.
Liabilities	17	Accounts payable and accrued expenses	914.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 12)	1,032.	0.	
	23	**Total liabilities** (add lines 17 through 22)	1,946.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	41,939,784.	40,483,398.	
	30	**Total net assets or fund balances**	41,939,784.	40,483,398.	
	31	**Total liabilities and net assets/fund balances**	41,941,730.	40,483,398.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	41,939,784.
2	Enter amount from Part I, line 27a	2	<1,567,680.>
3	Other increases not included in line 2 (itemize) ▶ GRANT REFUND	3	111,297.
4	Add lines 1, 2, and 3	4	40,483,401.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ROUNDING ADJUSTMENT	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,483,398.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a				
b	SEE ATTACHED STATEMENTS 15			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				<49,101.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<49,101.>

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 — <49,101.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,670,987.	53,083,891.	.050316
2007	3,756,286.	53,817,395.	.069797
2006	2,181,087.	44,233,657.	.049308
2005	2,565,466.	40,951,014.	.062647
2004	1,762,595.	36,175,599.	.048723

2	Total of line 1, column (d)	2	.280791
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	.056158
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	46,069,176.
5	Multiply line 4 by line 3	5	2,587,153.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,228.
7	Add lines 5 and 6	7	2,589,381.
8	Enter qualifying distributions from Part XII, line 4	8	1,668,208.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,456.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,456.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,456.
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 51,878.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	56,878.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	52,422.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ▶	52,422. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* SEE ATTACHED	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN, DE, NM			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ N/A

14 The books are in care of ▶ SPENCE MANERS, CPA Telephone no ▶615-873-4142

Located at ▶P.O. BOX 58389, NASHVILLE, TN ZIP+4 ▶37205

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶ ______, ______, ______, ______	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		225,967.	26,622.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	42,815,340.
b	Average of monthly cash balances		1b	3,955,397.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	46,770,737.
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	46,770,737.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	701,561.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	46,069,176.
6	**Minimum investment return** Enter 5% of line 5		6	2,303,459.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	2,303,459.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,456.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,456.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,299,003.
4	Recoveries of amounts treated as qualifying distributions		4	111,297.
5	Add lines 3 and 4		5	2,410,300.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,410,300.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,668,208.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,668,208.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,668,208.

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

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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					2,410,300.
2 Undistributed income, if any, as of the end of 2009 a Enter amount for 2008 only				0.	
b Total for prior years ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005	624,489.				
c From 2006	52,966.				
d From 2007	1,324,612.				
e From 2008	19,753.				
f Total of lines 3a through e		2,021,820.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,668,208.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					1,668,208.
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))		742,092.			742,092.
6 Enter the net total of each column as indicated below					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,279,728.			
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 instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a		1,279,728.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	1,259,975.				
d Excess from 2008	19,753.				
e Excess from 2009					

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

ANDREA WAITT CARLTON

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (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 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT	NONE	PUBLIC CHARITY		1,654,381.
Total			▶ 3a	1,654,381.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	229,840.	
4 Dividends and interest from securities			14	311,187.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	133,421.	
8 Gain or (loss) from sales of assets other than inventory			18	<49,101.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		625,347.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	625,347.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/18/2010 Title: Executive Director

Paid Preparer's Use Only

Preparer's signature: David A Craig, CPA	Date: 11/11/10	Check if self-employed ☐	Preparer's identifying number: P00542227
Firm's name (or yours if self-employed), address, and ZIP code: DELOITTE TAX LLP 100 PEABODY PLACE - SUITE 800 MEMPHIS TN 38103-3626		EIN ▶ 86-1065772 Phone no 901-322-6700	

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	Employer identification number
ANDREA WAITT CARLTON FAMILY FOUNDATION	86-0910220

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).

Name of organization	Employer identification number
ANDREA WAITT CARLTON FAMILY FOUNDATION	86-0910220

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANDREA WAITT CARLTON P.O. BOX 58389 NASHVILLE , TN 37205	$ 288,608.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	**Excess.** Subtract line 6 from line 5 If a gain, **stop here.** Include this amount as ordinary income on your tax return If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)) See instructions	8	
9	Enter the smaller of line 7 or line 8 Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Disposition of Stock of a Section 1291 Fund (See page 6 of instructions.)

Complete a **separate** *Part IV for each excess distribution (see instructions)*

10 a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3 (See instructions if the number of preceding tax years is less than 3)	10c	
d	Multiply line 10c by 125% (1 25)	10d	
e	Subtract line 10d from line 10a This amount, if more than zero, is the excess distribution with respect to the applicable stock If zero or less and you did not dispose of stock during the tax year, **do not** complete the rest of Part IV See instructions if you received more than one distribution during the current tax year Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund If a gain, complete line 11 If a loss, show it in brackets and **do not** complete line 11	10f	
11 a	Attach a statement for each distribution and disposition Show your holding period for each share of stock or block of shares held Allocate the excess distribution to each day in your holding period Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years) Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years) (See instructions)	11c	
d	Foreign tax credit (See instructions)	11d	
e	Subtract line 11d from line 11c Enter this amount on your income tax return as "additional tax " (See instructions)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621 Enter the aggregate amount of interest here (See instructions)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election Complete lines 9 and 10 only if there is a partial termination of the section 1294 election

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	Software							
	071299	SL	3.00	16	5,000.		5,000.	0.
2	Software							
	062100	SL	3.00	16	1,560.		1,560.	0.
	* Total 990-PF Pg 1 Depr							
					6,560.	0.	6,560.	0.

816261
04-25-08

\# - Current year section 179 (D) - Asset disposed

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CLAYTON, DUBILIER & RICE FUND VII, LP	4.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	112.
LIME ROCK RESOURCES C, LP	1,376.
MHR INSTITUTIONAL PARTNERS II, LP	4,578.
MHR INSTITUTIONAL PARTNERS III, LP	9,093.
NEWPORT ASIA INSTITUTIONAL FUND, LP	354.
PALO ALTO FUND II, LP	9,083.
TCW ENERGY FUND XC-NL, LP	37,388.
TCW ENERGY FUND XIV-A, LP	162,700.
UBTI FREE, LP	492.
VCFA VENTURE PARTNERS III, LP	100.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	2,562.
YORKTOWN ENERGY PARTNERS VII, LP	1,391.
YORKTOWN ENERGY PARTNERS VIII, LP	607.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	229,840.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	13,823.	0.	13,823.
EUROPACIFIC GROWTH FUND	75,347.	0.	75,347.
GSEP REALTY CORP. PREFERRED DIVIDEND	295.	0.	295.
LOWRY HILL #5000-DIVIDENDS	10,364.	0.	10,364.
LOWRY HILL #5000-US GOVT INT	4,040.	0.	4,040.
LOWRY HILL #5101-DIVIDENDS	20,048.	0.	20,048.
LOWRY HILL #5101-US GOVT INT	195.	0.	195.
MHR INSTITUTIONAL PARTNERS II, LP	413.	0.	413.
MHR INSTITUTIONAL PARTNERS III, LP	106.	0.	106.
NEWPORT ASIA INSTITUTIONAL FUND, LP	73,470.	0.	73,470.
PIMCO SHORT TERM FUND	541.	53.	488.
TCW ENERGY FUND XIV-A, LP	1.	0.	1.
UBTI FREE, LP	7,580.	0.	7,580.
VCFA VENTURE PARTNERS III, LP	159.	0.	159.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	104,669.	0.	104,669.
YORKTOWN ENERGY PARTNERS VII, LP	188.	0.	188.

YORKTOWN ENERGY PARTNERS VIII, LP	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	311,240.	53.	311,187.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUNDS/REIMBURSEMENTS	358.	0.	
LIME ROCK RESOURCES C, LP - HEDGING INCOME	134,858.	134,858.	
LIME ROCK RESOURCES C, LP - ROYALTIES	60,426.	60,426.	
MHR INSTITUTIONAL PARTNERS III, LP - SEC. 988 LOSS	<12,600.>	<12,600.>	
NEWPORT ASIA INSTITUTIONAL FUND, LP. - SEC. 988 LOSS	<3,675.>	<3,675.>	
PALO ALTO FUND II, LP - ORD. INCOME	<11,092.>	<11,092.>	
SECURITIES LITIGATION SETTLEMENT	2,124.	2,124.	
TCW ENERGY FUND XC-NL, LP - ROYALTIES	615.	615.	
TCW ENERGY FUND XIV-A, LP - ORD. INCOME	<14,117.>	<14,117.>	
TCW ENERGY FUND XIV-A, LP - OTHER PORTFOLIO INCOME	<2,950.>	<2,950.>	
TCW ENERGY FUND XIV-A, LP - ROYALTIES	1,528.	1,528.	
VCFA VENTURE PARTNERS VII, LP - COD INCOME	2.	2.	
VCFA VENTURE PARTNERS VII, LP - FLOW-THROUGH INCOME	5.	5.	
VCFA VENTURE PARTNERS VII, LP - ORD. INCOME	<97.>	<97.>	
VCFA VENTURE PARTNERS VII, LP - OTHER PORTFOLIO INCOME	4.	4.	
VCFA VENTURE PARTNERS VII, LP - RRE	3.	3.	
VCFA VENTURE PARTNERS VII, LP - ROYALTIES	2.	2.	
WTC - CTF RESEARCH EQUITY PORTFOLIO - SEC. 988 INCOME	16.	16.	
YORKTOWN ENERGY PARTNERS VII, LP - ORD. INCOME	<14,386.>	<14,386.>	
YORKTOWN ENERGY PARTNERS VII, LP - OTHER INCOME	3.	3.	
YORKTOWN ENERGY PARTNERS VII, LP - ROYALTIES	2,328.	2,328.	
YORKTOWN ENERGY PARTNERS VIII, LP - ORD. INCOME	<11,445.>	<11,445.>	

YORKTOWN ENERGY PARTNERS VIII, LP - ROYALTIES	1,506.	1,506.	
SEC SPECIALIST SETTLEMENT FUND - OTHER INCOME	5.	5.	
TOTAL TO FORM 990-PF, PART I, LINE 11	133,421.	133,063.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,515.	0.		0.
TO FM 990-PF, PG 1, LN 16A	11,515.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,205.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	29,205.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT/ADVISORY FEES	95,234.	95,234.		0.
CLAYTON, DUBILIER & RICE FUND VII, LP	1,186.	1,186.		0.
MHR INSTITUTIONAL PARTNERS III, LP	980.	980.		0.
TCW ENERGY FUND XC-NL, LP	3,360.	3,360.		0.
TCW ENERGY FUND XIV-A, LP	199.	199.		0.
VCFA VENTURE PARTNERS III, LP	118.	118.		0.
YORKTOWN ENERGY PARTNERS VII, LP	292.	292.		0.

YORKTOWN ENERGY PARTNERS VIII, LP	194.	194.		0.
TO FORM 990-PF, PG 1, LN 16C	101,563.	101,563.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,442.	830.		0.
FOREIGN TAXES	9,339.	9,339.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	2,253.	2,253.		0.
UBTI FREE, LP	353.	353.		0.
VCFA VENTURE PARTNERS III, LP	3.	3.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLOIO	1,876.	1,876.		0.
TO FORM 990-PF, PG 1, LN 18	22,266.	14,654.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	24.	0.		0.
BOOKS, REFERENCE MATERIALS	469.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	17,390.	0.		0.
INSURANCE	4,013.	0.		0.
MEALS & ENTERTAINMENT	5,582.	0.		0.
OFFICE SUPPLIES	3,804.	0.		0.
POSTAGE & SHIPPING	771.	0.		0.
PUBLIC RELATIONS	6,032.	0.		0.
RELOCATION EXPENSE	21,422.	0.		0.
SOFTWARE EXPENSE	1,750.	0.		0.
TELEPHONE	1,809.	0.		0.
TRAINING	75.	0.		0.
TRAVEL	18,491.	0.		0.
PROGRAM EXPENSES	13,827.	0.		13,827.
CLAYTON, DUBILIER & RICE FUND VII, LP	4.	4.		0.
LIME ROCK RESOURCES C, LP	22,831.	22,831.		0.
MHR INSTITUTIONAL PARTNERS II, LP	13,045.	13,045.		0.

MHR INSTITUTIONAL PARTNERS III, LP	23,469.	23,469.		0.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	510.	510.		0.
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	3,114.	3,114.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	24,768.	24,768.		0.
PALO ALTO FUND II, LP	17,477.	17,477.		0.
UBTI FREE, LP	27,657.	27,657.		0.
TCW ENERGY FUND XC-NL, LP	9,110.	9,110.		0.
TCW ENERGY FUND XIV-A, LP	82,264.	82,264.		0.
VCFA VENTURE PARTNERS III, LP	2,966.	2,966.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLIO	1,838.	1,838.		0.
YORKTOWN ENERGY PARTNERS VII, LP	36,633.	36,633.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	29,646.	29,646.		0.
TO FORM 990-PF, PG 1, LN 23	390,791.	295,332.		13,827.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOWRY HILL #5101 (DARUMA)	2,423,588.	3,393,945.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,423,588.	3,393,945.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	3,259,353.	4,134,596.
GSEP REALTY CORP.	FMV	3,000.	3,000.
PIMCO SHORT TERM FUND	FMV	21,002.	20,673.
SOWOOD ALPHA FUND	FMV	505,395.	30,479.
CLAYTON, DUBILIER & RICE VII LP	FMV	813,794.	803,139.
CLAYTON, DUBILIER & RICE VII (CREDIT) LP	FMV	114,093.	119,706.
CONVEXITY CAPITAL OFFSHORE LP	FMV	2,732,532.	5,518,388.
INDUS ASIA PACIFIC FUND, LTD.	FMV	500,000.	1,222,071.
INDUS JAPAN FUND, LTD.	FMV	500,000.	842,047.

INDUS STRUCTURED FINANCE FUND	FMV	732,957.	522,959.
LIME ROCK RESOURCES LP	FMV	691,248.	750,936.
MAVERICK FUND, LTD.	FMV	1,500,000.	2,414,200.
MHR INSTITUTIONAL PARTNERS II	FMV	786,282.	999,349.
MHR INSTITUTIONAL PARTNERS III	FMV	885,535.	738,929.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	26,656.	27,616.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	2,396,437.	3,162,857.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	2,011,520.
UBTI FREE, LP	FMV	2,024,966.	2,214,029.
PALO ALTO FUND II	FMV	854,522.	687,255.
PERRY PARTNERS INTERNATIONAL	FMV	1,000,000.	1,410,940.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,950,284.	3,304,435.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	32,734.	31,975.
SWIFTCURRENT OFFSHORE LTD. - CLASS E	FMV	92,035.	86,482.
TCW ENERGY FUND XC	FMV	695,268.	603,255.
TCW ENERGY FUND XIV	FMV	1,246,168.	1,273,325.
TREMBLANT PARTNERS, LTD.	FMV	0.	0.
LOWRY HILL #5000 (VCFA VENTURE PARTNERS III)	FMV	41,260.	86,976.
VIKING GLOBAL EQUITIES	FMV	1,500,000.	4,335,599.
WELLINGTON TRUST COMPANY	FMV	6,528,454.	5,843,606.
YORKTOWN ENERGY PARTNERS VII	FMV	798,270.	861,726.
YORKTOWN ENERGY PARTNERS VIII	FMV	532,456.	555,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,764,701.	44,617,900.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - ACCRUED 2009 REIMBURSEMENT	0.	48,402.	48,402.
RECEIVABLE - INVESTMENT INCOME	0.	2,119.	2,119.
INVESMENT INCOME RECEIVABLE	1,137,556.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,137,556.	50,521.	50,521.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,032.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,032.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	0.
DONALD E. POPPEN PO BOX 58389 NASHVILLE, TN 37205	VICE PRESIDENT/DIRECTOR 2.00	8,000.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECTOR 2.00	8,000.	0.	0.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	8,000.	0.	0.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	201,967.	26,622.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		225,967.	26,622.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATIONS SHOULD INCLUDE: AN OVERVIEW OF THE ORGANIZATION; GOALS & NEEDS FOR THE PROJECT OR PROGRAM; PROPOSED ACTIVITIES AND RELATIONSHIP TO PROJECT OR PROGRAM; DOLLAR AMOUNT REQUESTED, WITH DETAILED BUDGET; LIST OF BOARD OF DIRECTORS MEMBERS; COPY OF IRS DETERMINATION LETTER INDICATING 501(C)(3) STATUS; CONTACT PERSON'S NAME, PHONE AND FAX NUMBERS.

ANY SUBMISSION DEADLINES

Proposals may be submitted at any time and are reviewed on a revolving basis. Funding requests are usually considered within 60 days of receipt.

RESTRICTIONS AND LIMITATIONS ON AWARDS

MAJOR GRANTS ARE USUALLY LIMITED TO SANTE FE, NM AND THE SOUTHWEST, THE LAKE REGION OF NORTHWEST IOWA, FLORIDA AND SOUTH AND NORTH DAKOTA. PROPOSALS RELATED TO ENVIRONMENTAL CONCERNS WILL BE CONSIDERED ON A NATIONAL BASIS. TO ENCOURAGE OTHERS TO PARTICIPATE, CHALLENGE GRANTS AND MATCHING GIFT PROPOSALS WILL RECEIVE SPECIAL CONSIDERATION. ONLY REQUESTS FROM IRC 501(C)(3) TAX EXEMPT CHARITABLE ORGANIZAIONS AND INSTITUTIONS ARE ACCEPTED.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	LOWRY HILL - OP - SEE STATEMENT A	P	VARIOUS	VARIOUS
b	LOWRY HILL - DARUMA - SEE STATEMENT B	P	VARIOUS	VARIOUS
c	LOWRY HILL - DARUMA - SEE STATEMENT C	P	VARIOUS	VARIOUS
d	SWIFTCURRENT CLASS E - CONVERSION TO CLASS A	P	VARIOUS	VARIOUS
e	TREMBLANT PARTNERS LTD. - FULL REDEMPTION	P	VARIOUS	VARIOUS
f	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P	VARIOUS	VARIOUS
g	MHR INSTITUTIONAL PARTNERS II, LP	P	VARIOUS	VARIOUS
h	MHR INSTITUTIONAL PARTNERS III, LP	P	VARIOUS	VARIOUS
i	MHR INSTITUTIONAL PARTNERS III, LP	P	VARIOUS	VARIOUS
j	MHR INSTITUTIONAL PARTNERS III, LP - 1256 LOSS	P	VARIOUS	VARIOUS
k	NEW MEXICO COMMUNITY CAPITAL FUND, LP	P	VARIOUS	VARIOUS
l	NEWPORT ASIA INSTITUTIONAL FUND, LP	P	VARIOUS	VARIOUS
m	NEWPORT ASIA INSTITUTIONAL FUND, LP	P	VARIOUS	VARIOUS
n	PALO ALTO FUND II, LP	P	VARIOUS	VARIOUS
o	PALO ALTO FUND II, LP	P	VARIOUS	VARIOUS

	(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	1,247,715.		288,608.	959,107.
b	776,038.		592,288.	183,750.
c	818,324.		1,207,160.	<388,836.>
d				<309.>
e				184,043.
f				86.
g				1,702.
h				511.
i				849.
j				<653.>
k				<1,660.>
l				<293.>
m				<20,761.>
n				1,278.
o				2,838.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				959,107.
b				183,750.
c				<388,836.>
d				<309.>
e				184,043.
f				86.
g				1,702.
h				511.
i				849.
j				<653.>
k				<1,660.>
l				<293.>
m				<20,761.>
n				1,278.
o				2,838.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo., day, yr)
1a	UBTI FREE, LP	P	VARIOUS	VARIOUS
b	UBTI FREE, LP	P	VARIOUS	VARIOUS
c	TCW ENERGY FUND XC-NL, LP	P	VARIOUS	VARIOUS
d	TCW ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
e	TCW ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
f	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
g	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
h	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
i	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
j	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
k	YORKTOWN ENERGY PARTNERS VII, LP	P	VARIOUS	VARIOUS
l	YORKTOWN ENERGY PARTNERS VII, LP - 1231 GAIN	P	VARIOUS	VARIOUS
m	YORKTOWN ENERGY PARTNERS VIII, LP	P	VARIOUS	VARIOUS
n	YORKTOWN ENERGY PARTNERS VIII, LP	P	VARIOUS	VARIOUS
o	CAPITAL GAINS DIVIDENDS			

	(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				<3,846.>
b				<113,700.>
c				<123,143.>
d				32,574.
e				<1,536.>
f				<532.>
g				633.
h				24,599.
i				<826,488.>
j				<36,098.>
k				43,059.
l				33,572.
m				96.
n				4.
o	53.			53.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<3,846.>
b				<113,700.>
c				<123,143.>
d				32,574.
e				<1,536.>
f				<532.>
g				633.
h				24,599.
i				<826,488.>
j				<36,098.>
k				43,059.
l				33,572.
m				96.
n				4.
o				53.

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	<49,101.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

MESSENGERS OF HEALING WINDS FDN -OP

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
6006. CONCHO RESOURCES INC	12/30/2005	05/26/2009	177,384.44	47,632.00	129,752.44
12517. CONCHO RESOURCES INC	02/24/2006	06/30/2009	357,351.14	82,394.00	274,957.14
18776. CONCHO RESOURCES INC	02/24/2006	10/07/2009	712,979.60	158,582.00	554,397.60
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1247715.00	288,608.00	959,107.00
Totals			1247715.00	288,608.00	959,107.00

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MESSENGERS HEALING WINDS - DARUMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1000. ATC TECHNOLOGY CORPORATION	12/30/2008	04/02/2009	11,657.13	12,662.90	-1,005.77
1700. AMERICAN REPROGRAPHICS CO	12/15/2008	03/19/2009	5,880.95	12,833.30	-6,952.35
400. CARTER HOLDINGS	09/09/2008	06/29/2009	9,359.91	7,857.68	1,502.23
1300. CARTER HOLDINGS	09/09/2008	08/04/2009	35,217.00	25,537.46	9,679.54
300. CHIPOTLE MEXICAN GRILL INC	10/28/2008	10/23/2009	24,241.47	12,336.81	11,904.66
200. CHIPOTLE MEXICAN GRILL INC	10/23/2008	10/23/2009	16,037.32	7,264.14	8,773.18
5000. EPICOR SOFTWARE CORP	05/06/2008	02/24/2009	12,003.43	39,683.24	-27,679.81
400. ITT EDL SVCS INC COM	03/19/2008	01/26/2009	48,352.20	20,648.72	27,703.48
1100. LULULEMON ATHLETICA INC	06/05/2009	12/22/2009	32,278.44	15,530.02	16,748.42
1000. MARTEK BIOSCIENCES CORP	12/30/2008	04/30/2009	18,303.42	27,038.59	-8,735.17
1100. MARTEK BIOSCIENCES CORP	11/21/2008	05/04/2009	19,491.05	28,741.13	-9,250.08
800. NEENAH PAPER INC	06/10/2008	03/27/2009	3,098.86	16,808.56	-13,709.70
1200. NETLOGIC MICROSYSTEMS INC	01/14/2009	07/07/2009	40,179.52	24,972.44	15,207.08
1200. NETLOGIC MICROSYSTEMS INC	12/22/2008	07/08/2009	39,472.98	24,461.16	15,011.82
800. PEROT SYSTEMS CORP - CL A	05/05/2009	09/21/2009	23,607.31	11,571.04	12,036.27
3300. PEROT SYSTEMS CORP - CL A	05/15/2009	09/23/2009	97,486.09	46,992.14	50,493.95
3400. PEROT SYSTEMS CORP - CL A	05/15/2009	10/02/2009	101,057.97	45,654.52	55,403.45
1600. QUESTCOR PHARMACEUTICALS	09/18/2008	01/05/2009	14,026.64	9,498.16	4,528.48
1800. QUESTCOR PHARMACEUTICALS	09/11/2008	01/21/2009	12,091.97	10,674.36	1,417.61
3800. QUESTCOR PHARMACEUTICALS	09/11/2008	01/27/2009	24,866.67	22,534.76	2,331.91
3800. QUICKSILVER RESOURCES INC	10/15/2008	05/01/2009	31,951.85	53,595.30	-21,643.45
200. QUICKSILVER RESOURCES INC	10/15/2008	05/04/2009	1,767.63	1,860.78	-93.15
1500. SCHWEITZER-MAUDUIT INTL					
INC COM	11/21/2008	05/26/2009	33,740.88	22,485.45	11,255.43
1600. SCHWEITZER-MAUDUIT INTL					
INC COM	11/20/2008	05/28/2009	35,678.44	23,431.52	12,246.92
2300. SOTHEBYS	11/14/2008	03/27/2009	21,735.10	21,244.18	490.92
1100. SOTHEBYS	04/28/2009	05/04/2009	13,132.89	11,720.83	1,412.06
1800. SOTHEBYS	04/28/2009	06/29/2009	26,214.88	17,009.52	9,205.36
500. UNITED STATIONERS INC COM	03/27/2009	06/08/2009	18,398.38	14,699.25	3,699.13
100. UNITED STATIONERS INC COM	03/27/2009	07/31/2009	4,707.32	2,939.85	1,767.47
Totals			776,038.00	592,288.00	183,750.00

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MESSENGERS HEALING WINDS - DARUMA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1300. ATC TECHNOLOGY CORPORATION	03/17/2005	02/11/2009	15,055.99	19,305.00	-4,249.01
1100. ATC TECHNOLOGY CORPORATION	03/17/2005	02/18/2009	11,796.00	16,168.26	-4,372.26
900. ATC TECHNOLOGY CORPORATION	11/04/2004	03/19/2009	8,821.21	12,614.67	-3,793.46
1000. ATC TECHNOLOGY CORPORATION	11/04/2004	03/27/2009	10,509.74	14,016.30	-3,506.56
100. ATC TECHNOLOGY CORPORATION	11/04/2004	04/02/2009	1,165.71	1,401.63	-235.92
3500. AMERICAN REPROGRAPHICS CO	01/02/2008	03/16/2009	9,978.09	58,597.40	-48,619.31
1700. AMERICAN REPROGRAPHICS CO	12/10/2007	03/19/2009	5,880.95	28,209.80	-22,328.85
3300. CARTER HOLDINGS	10/07/2008	10/28/2009	75,496.77	62,556.06	12,940.71
700. CHIPOTLE MEXICAN GRILL INC	10/23/2008	10/27/2009	54,576.19	25,424.49	29,151.70
200. DEVRY INC DEL COM	01/22/2003	01/26/2009	11,741.03	3,359.86	8,381.17
3000. EPICOR SOFTWARE CORP	12/11/2007	02/04/2009	10,462.74	35,567.70	-25,104.96
2600. EPICOR SOFTWARE CORP	12/20/2007	02/05/2009	9,204.72	29,570.78	-20,366.06
2000. EPICOR SOFTWARE CORP	12/19/2007	02/13/2009	6,973.16	22,271.00	-15,297.84
1000. EPICOR SOFTWARE CORP	01/22/2008	02/24/2009	2,400.69	10,673.26	-8,272.57
2300. FAIR ISSAC, INC	10/25/2007	06/11/2009	39,255.61	81,398.19	-42,142.58
1100. FAIR ISSAC, INC	02/28/2008	07/06/2009	16,036.92	29,417.89	-13,380.97
1200. FAIR ISSAC, INC	03/13/2008	07/14/2009	16,876.12	26,915.69	-10,039.57
800. LANCE INC	03/09/2006	03/12/2009	16,451.26	17,065.60	-614.34
500. MACROVISION SOLUTIONS CORP	07/13/2007	02/11/2009	7,396.00	13,155.00	-5,759.00
200. MACROVISION SOLUTIONS CORP	12/07/2007	03/31/2009	3,594.43	4,655.02	-1,060.59
1200. MACROVISION SOLUTIONS CORP	12/07/2007	05/21/2009	25,597.98	23,685.16	1,912.82
600. MINERALS TECHNOLOGIES INC	08/26/2003	06/10/2009	24,052.96	29,980.08	-5,927.12
600. MINERALS TECHNOLOGIES INC	08/26/2003	06/11/2009	24,730.28	29,892.48	-5,162.20
1800. NEENAH PAPER INC	11/09/2007	03/24/2009	7,086.38	59,220.68	-52,134.30
1300. NEENAH PAPER INC	02/05/2008	03/27/2009	5,035.65	40,585.03	-35,549.38
700. 99 CENTS ONLY STORES COM	06/20/2007	06/30/2009	9,392.84	8,699.80	693.04
1000. 99 CENTS ONLY STORES COM	12/13/2006	07/10/2009	12,981.36	12,056.80	924.56
3100. QUICKSILVER RESOURCES INC	07/23/2002	05/04/2009	27,398.33	10,147.95	17,250.38
700. ROVI CORPORATION	02/07/2006	08/03/2009	18,095.51	13,112.75	4,982.76
400. SPSS INC COM	11/09/2001	09/21/2009	19,937.44	6,040.00	13,897.44
2600. SPSS INC COM	11/09/2001	10/02/2009	130,000.00	39,260.00	90,740.00
1200. SHUTTERFLY INC	11/01/2007	06/30/2009	16,723.12	38,603.76	-21,880.64
Totals					

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MESSENGERS HEALING WINDS - DARUMA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
4500. SKILLSOFT PLC - ADR	04/16/2007	03/16/2009	22,628.57	39,215.79	-16,587.22
2300. SKILLSOFT PLC - ADR	03/27/2007	03/19/2009	14,535.91	18,967.87	-4,431.96
2600. SKILLSOFT PLC - ADR	03/27/2007	03/23/2009	15,704.69	21,441.94	-5,737.25
2200. SKILLSOFT PLC - ADR	08/10/2007	03/26/2009	13,776.98	16,170.22	-2,393.24
200. SNAP ON INC	06/05/2002	06/29/2009	5,828.54	6,219.54	-391.00
500. SNAP ON INC	07/15/2002	07/06/2009	13,836.39	14,091.20	-254.81
1400. SNAP ON INC	09/09/2002	07/09/2009	37,344.45	36,178.88	1,165.57
1200. TETRA TECHNOLOGIES INC DEL	10/18/2007	02/13/2009	4,394.73	23,932.68	-19,537.95
1400. TETRA TECHNOLOGIES INC DEL	10/16/2007	02/17/2009	5,072.45	27,634.60	-22,562.15
3000. TETRA TECHNOLOGIES INC DEL	12/04/2007	02/24/2009	8,878.44	50,219.16	-41,340.72
100. UNITED STATIONERS INC COM	05/05/2008	06/08/2009	3,679.68	4,265.22	-585.54
200. UNITED STATIONERS INC COM	10/08/2002	07/31/2009	9,414.63	5,224.28	4,190.35
3000. WARREN RES INC	05/22/2006	02/17/2009	4,858.47	40,565.50	-35,707.03
6900. WARREN RES INC	03/20/2007	03/09/2009	3,664.56	79,404.77	-75,740.21
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			818,324.00	1207160.00	-388,836.00
Totals			818,324.00	1207160.00	-388,836.00

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Grantee Organization	Request Project Title	Amount	Payment Date	Check Number
Access, Inc. P O Box 4666 Medford, OR 97501	Year-End Operations	$1,000	12/18/2009	4520
Animal Protection of New Mexico, Inc P. O. Box 11395 Albuquerque, NM 87192	Retiring 200 chimps from the Alamogordo Primate to a new sanctuary	$10,000	12/18/2009	4521
Assistance Dogs of the West P.O. Box 31027 Santa Fe, NM 87594	Andrea's Award for Excellence--operations	$5,000	5/29/2009	4401
Bosque School 4000 Learning Road NW Albuquerque, NM 87120	--Bosque Ecosystem Monitoring Program --Endowment Gift	$10,000	10/12/2009	4468
Bramble Park Zoo PO Box 910 Watertown, SD 57201-0910	Dan Miller's discretion	$2,500	12/18/2009	4522
Cheyenne Mountain Zoo 4250 Cheyenne Mt. Zoo Rd Colorado Springs, CO 80906	Challenge Grant--Rocky Mountain Wild--NOT Granted-- ENDOWMENT Granted	$34,000	10/12/2009	4469
Children's Home Society of South Dakota PO Box 1749 Sioux Falls, SD 57101-1749	Endowment	$50,000	5/29/2009	4402
Children's Home Society of South Dakota PO Box 1749 Sioux Falls, SD 57101-1749	Christmas presents for kids in the Sioux Falls or Rapid City	$3,000	10/12/2009	4470
Coming Home Connection, Inc. 634 Garcia Street, #25 Santa Fe, NM 87505	Andrea's Award for Excellence--Match for the Robert Wood Johnson multi-year grant	$10,000	5/29/2009	4403
Conservation Foundation of Dickinson County P.O Box 973 Okoboji, IA 51355	Completion of Dickinson County Nature Center	$120,000	10/12/2009	4486
Coro De Camara PO Box 159 Los Alamos, NM 87544	Operational Expenses in honor of Catherine Robinson	$500	12/18/2009	4523
Crazy Horse Memorial Avenue of the Chiefs Crazy Horse, SD 57730-9506	Endowment Challenge Grant	$100,000	2/3/2009	4338
Durango Discovery Museum 1099 Main Avenue #316 Durango, CO 81301	Capital Campaign Project for Phases 2 and 3	$100,000	10/12/2009	4471
El Paso County Search and Rescue 3950 Interpark Drive Colorado Springs, CO 80907	Operations	$1,750	10/12/2009	4472
Emmanuel Baptist Church 405 South Mable Avenue Sioux Falls, SD 57103	Year-end needs for unemployed and homeless	$3,000	12/18/2009	4524
Fine Arts for Children and Teens, Inc P O. Box 22363 Santa Fe, NM 87502	Andrea's Award for Excellence--discretion of E D Julia Bergen	$5,000	5/29/2009	4405
Food for Santa Fe P O Box 31086 Santa Fe, NM 87954	Andrea's Award for Excellence--Food Distribution or the Agency Endowment	$5,000	5/29/2009	4406
Fort Lewis College Foundation 1000 Rim Drive Durango, CO 81301	Student Union Center funding	$100,000	12/18/2009	4525
Friends of Lakeside Lab, Inc 1105 Grand Avenue Spencer, IA 51355	Endowment and Planning	$100,000	10/12/2009	4473

Fnends of Twin City Animal Shelter PO Box 610 Lead, SD 57754	Operational Expenses	$1,000	12/18/2009	4526
Great Salt Lake Council, Boy Scouts of America 525 Foothill Blvd Salt Lake City, UT 84113-1102	Current Campaign	$6,000	12/18/2009	4527
Heritage Foundation, The 214 Massachusetts Ave , NE Washington, DC 20002-4999	--General Operations --Support the First Principles Campaign --Community Committees Project.	$50,000	12/18/2009	4528
Historic Arnold's Park, Inc P O Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$32,100	8/26/2009	4451
Historic Arnold's Park, Inc P.O. Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$4,400	10/12/2009	4474
Historic Arnold's Park, Inc P O Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$27,302	7/16/2009	4438
Historic Arnold's Park, Inc. P O Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$1,050	5/8/2009	4388
Historic Arnold's Park, Inc P O. Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$12,005	1/28/2009	4334
Historic Arnold's Park, Inc P O. Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$4,000	6/24/2009	4432
Historic Arnold's Park, Inc P O Box 609 Arnolds Park, IA 51331	BandShell Construction on Preservation Plaza	$3,024	3/17/2009	4252
Institute of Range and the American Mustang P O Box 998 Hot Springs, SD 57747	Program-Contraeptve Managemnt of the Horse Herd	$7,000	3/17/2009	4353
Iowa Great Lakes Area Chamber of Commerce P O Box 9 Arnold's Park, IA 51331	Annual 4th of July fireworks at Arnold's Park, Iowa	$1,000	4/17/2009	4377
Insurance Exchange Bldg , Suite 444 505 Fifth Avenue Des Moines, IA 50309	Stewardship Endowment for the Dickinson County Naure Center--Monitoring the Easement	$10,000	10/12/2009	4487
Jane Goodall Institute PO Box 14890 Silver Springs, MD 20911	Roots and Shoots Projects	$5,000	10/12/2009	4475
John Jay Institute 2 North Cascade Avenue, Ste. 1100 Colorado Springs, CO 80903	Funding of tuition for 1 year for 1 Fellow	$32,000	10/12/2009	4476
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	Roots & Shoots Programming College Internships, zoo operations & Education Workshops	$10,000	10/12/2009	4477
Lensic Performing Arts Center 211 W San Francisco St Santa Fe, NM 87501	Andrea's Award for Excellence--Discretion of Bob Martin	$10,000	5/29/2009	4408
Marinelife Center of Juno Beach 14200 U S Highway One Juno Beach, FL 33408	Improve Visitor Experience with additional Exhibits & Programs	$10,000	10/12/2009	4478
Maslow Project PO Box 68 Medford, OR 97501	Year-End Operations	$2,000	12/18/2009	4529

Mercy Health Foundation 1010 Three Springs Blvd Durango, CO 81301	Construction of New Regional Medical Center	$100,000	3/17/2009	4354
Museum of New Mexico P O. Box 2065 Santa Fe, NM 87504-2065	Andrea's Awards of Excellence--Discretion of Tom Aageson, executive director	$10,000	5/29/2009	4409
National Indian Youth Leadership Project PO Box 2140 Gallup, NM 87305	New Native Roots & Shoots Program Coordinator	$30,000	5/29/2009	4410
Neighbors Who Care 10450 E Riggs Rd , Suite 113 Sun Lakes, AZ 85248-7760	Operations	$10,000	12/18/2009	4530
New Mexico Bearwatch P.O. Box 591 Tijeras, NM 87059	Co-Exist with Bears	$5,000	5/29/2009	4411
New Mexico Community Capital Corp P O Box 1302 Bernalillo, NM 87004	Operations & Expand Services	$25,000	10/12/2009	4479
Northern New Mexico Animal Protection Society 108 Hamm Parkway Espanola, NM 87532	Andrea's Award for Excellence--Operations	$25,000	5/29/2009	4404
Heeling Hearts Program 1101 Lopez Road, S W Albuquerque, NM 87105	Heeling Hearts Program	$10,000	3/17/2009	4355
Pearson Lakes Art Center Post Office Box 255 Okoboji, IA 51355	Updating & Enhancing ARTSMART Gallery	$45,000	2/3/2009	4339
Philanthropy Roundtable 1150 17th Street, NW, Suite 503 Washington, DC 20036	Work from the Alliance for Charitable Reform	$10,000	5/29/2009	4412
Pikes Peak Junior Golf 3603 Alpine Place Colorado Springs, CO 80909	Jean Kennedy Scholarship Fund	$2,500	3/17/2009	4356
Quivira Coalition, The 1412 Second Street, Suite #1 Santa Fe, NM 87505	Andrea's Award for Excellence--at the discretion of Courtney White, E D	$10,000	5/22/2009	4413
Rio Grande School 715 Camino Cabra Santa Fe, NM 87501	Matching Grant and Building Performing Arts Space	$100,000	3/17/2009	4358
Rivers and Birds PO Box 820 Arroyo Seco, NM 87514	Fund Raiser Staff Person	$10,000	5/29/2009	4414
Rocky Mountain Youth Corps P O Box 1960 Ranchos de Taos, NM 87557	--La Jara Watershed Restoration Project --Satellite Expansion in Northern NM --Community Health Crew	$20,000	3/17/2009	4359
Sanibel-Captiva Conservation Foundation P O Box 839 Sanibel, FL 33957-0839	Preserve the Land; Protect the Water Campaign	$50,000	5/29/2009	4415
P O Box 1827 Santa Fe, NM 87504 Santa Fe	Continuing Endowment Workshops	$15,000	10/12/2009	4483
P O Box 1827 Santa Fe, NM 87504 Santa Fe	Andrea's Award for Excellence--Endowment	$50,000	5/29/2009	4416
Santa Fe Preparatory School 1101 Camino de la Cruz Blanca Santa Fe, NM 87501-4596	Annual Fund	$10,000	1/27/2009	4335
The Banks Building 615 First Avenue, N E , Suite 125 Minneapolis, MN 55413	Operational Expenses	$25,000	10/12/2009	4482

Sky Mountain Wild Horse Sanctuary 1329 Canyon Road Santa Fe, NM 87501	PZP Program for Wild Horses	$10,000	5/29/2009	4417
South Dakota Community Foundation PO Box 296 Pierre, SD 57501	Community Projects	$4,000	10/12/2009	4489
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	Challenge Grant Program for the Endowment Festival of the Book	$5,000	10/12/2009	4481
Think New Mexico 1227 Paseo de Peralta Santa Fe, NM 87501	Andrea's Award for Excellence--Fred Nathan's discretion	$10,000	5/29/2009	4418
Trails and Open Space Coalition 1040 S 8th Street, Suite 101 Colorado Springs, CO 80905	Operations	$1,750	10/12/2009	4484
Trust for Public Land 1600 Lena Street, Suite C Santa Fe, NM 87505	Construction and Stewardship Program for the Railyard Park PRoject	$125,000	2/3/2009	4341
Trust for Public Land 1600 Lena Street, Suite C Santa Fe, NM 87505	Andrea's Award for Excellence--Stewards Program	$10,000	12/18/2009	4531
Trust for Public Land 1600 Lena Street, Suite C Santa Fe, NM 87505	Andrea's Award for Excellence--Stewards Program	$10,000	5/29/2009	4419
Trust for Public Land 1600 Lena Street, Suite C Santa Fe, NM 87505	Construction and Stewardship Program for the Railyard Park PRoject	$25,000	5/29/2009	4422
Wild Earth Guardians 312 Montezuma Avenue Santa Fe, NM 87501	Prairie Dog Relocation to the Thornton Ranch	$2,500	6/24/2009	4433
	TOTAL	$1,654,381.00		

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MESSENGERS OF HEALING WINDS FOUNDATION", CHANGING ITS NAME FROM "MESSENGERS OF HEALING WINDS FOUNDATION" TO "ANDREA WAITT CARLTON FAMILY FOUNDATION", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2010, AT 9:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

SECRETARY'S OFFICE DELAWARE

Jeffrey W. Bullock, Secretary of State

2874531 8100

AUTHENTICATION: 8148002

100792067

DATE: 08-02-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:45 AM 08/02/2010
FILED 09:45 AM 08/02/2010
SRV 100792067 - 2874531 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, Messengers of Healing Winds Foundation, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows: to change the name of the corporation to Andrea Waitt Carlton Family Foundation.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 29th day of July, A.D. 2010.

By: ________________
Authorized Officer

Name: Jacque J. Roberts
Print or Type

State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

100792067

9776145
JANET CLOW
460 ST. MICHAELS DRIVE, STE 1000
SANTA FE NM 87505

08-02-2010

ATTN: JANET CLOW (X)

DESCRIPTION	AMOUNT
ANDREA WAITT CARLTON FAMILY FOUNDATION	
2874531 0240 Amendment; Domestic	
Receiving/Indexing	115.00
Certification Fee	50.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	18.00
Expedite Fee, 24 Hour	100.00
FILING TOTAL	314.00
CHARGED TO ACCOUNT	314.00