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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation

HAZEL CROSBY CARLTON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

3500 REYNOLDS ROAD

City or town, state, and ZIP code

LAKELAND, FL 33803-7327

H Check type of organization 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) ► \$ 1,968,946.

J Accounting method Cash Accrual
 Other (specify) _____

(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) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,695,023.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,649.	2.	0.	ATCH 1
4 Dividends and interest from securities	19,954.	19,954.	0.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,064.			
b Gross sales price for all assets on line 6a	254,204.			
7 Capital gain net income (from Part IV, line 2)		15,064.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	2,734,690.	35,020.	0.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 2	5,237.	0.	0.	5,237.
b Accounting fees (attach schedule) ATCH 3	1,500.	750.	0.	750.
c Other professional fees (attach schedule) *	2,897.	2,897.	0.	0.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	616.	556.	0.	0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	276.	0.	0.	276.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	480.	66.	0.	414.
24 Total operating and administrative expenses.				
Add lines 13 through 23	11,006.	4,269.	0.	6,677.
25 Contributions, gifts, grants paid ATCH 7	1,160,746.			1,156,746.
26 Total expenses and disbursements Add lines 24 and 25	1,171,752.	4,269.	0.	1,163,423.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,562,938.			
b Net investment income (if negative, enter -0-)		30,751.		
c Adjusted net income (if negative, enter -0-)			0.	

Operating and Administrative Expenses

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Assets	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
	1 Cash - non-interest-bearing		254,551.	8,262.	8,262.
	2 Savings and temporary cash investments		39,330.	0.	0.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATTACH 8		64,139.	1,960,684.	1,960,684.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► ATTACH 9)		139.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		358,159.	1,968,946.	1,968,946.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable		0.	4,000.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	4,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		358,159.	1,964,946.	
	30 Total net assets or fund balances (see page 17 of the instructions)		358,159.	1,964,946.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		358,159.	1,968,946.	

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	358,159.
2 Enter amount from Part I, line 27a	2	1,562,938.
3 Other increases not included in line 2 (itemize) ► ATTACHMENT 10	3	43,988.
4 Add lines 1, 2, and 3	4	1,965,085.
5 Decreases not included in line 2 (itemize) ► ATTACHMENT 11	5	139.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,964,946.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	15,064.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	943,105.	234,949.	4.014084
2008	827,224.	74,838.	11.053529
2007	814,705.	47,775.	17.052957
2006	736,569.	4,607.	159.880399
2005	239,770.	1,967.	121.896289
2 Total of line 1, column (d)			2 313.897258
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 62.779452
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 460,314.
5 Multiply line 4 by line 3			5 28,898,261.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 308.
7 Add lines 5 and 6			7 28,898,569.
8 Enter qualifying distributions from Part XII, line 4			8 1,163,423.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	615.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
3	Add lines 1 and 2	2	615.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	3	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	615.
6	Credits/Payments	5	615.
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	32.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	700.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	732.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	117.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 117	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8a		
8b	X	
9		
10	X	

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?

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

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► FL,

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

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HCC-FOUNDATION.COM	13	X
14	The books are in care of ► CYNTHIA L. BUNCH Telephone no ► 863-669-0861 Located at ► 3500 REYNOLDS ROAD LAKELAND, FL ZIP + 4 ► 33803		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	16	Yes X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1c 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 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 2010)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2010?		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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	5b		X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b		X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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 page 24 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a Average monthly fair market value of securities	1a 338,747.
b Average of monthly cash balances	1b 128,577.
c Fair market value of all other assets (see page 25 of the instructions)	1c 0.
d Total (add lines 1a, b, and c)	1d 467,324.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 0.
3 Subtract line 2 from line 1d	3 467,324.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 7,010.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 460,314.
6 Minimum investment return. Enter 5% of line 5	6 23,016.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1 23,016.
2a Tax on investment income for 2010 from Part VI, line 5	2a 615.
b Income tax for 2010 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 615.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 22,401.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 22,401.
6 Deduction from distributable amount (see page 25 of the instructions)	6
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 22,401.

Part XII Qualifying Distributions (see page 25 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a 1,163,423.
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 0.
3 Amounts set aside for specific charitable projects that satisfy the	
a Suitability test (prior IRS approval required)	3a 0.
b Cash distribution test (attach the required schedule)	3b 0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,163,423.
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 page 26 of the instructions)	5 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,163,423.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				22,401.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	239,672.			
b From 2006	736,339.			
c From 2007	812,352.			
d From 2008	823,535.			
e From 2009	931,386.			
f Total of lines 3a through e	3,543,284.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 1,163,423.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				22,401.
e Remaining amount distributed out of corpus	1,141,022.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,684,306.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	239,672.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		4,444,634.		
10 Analysis of line 9				
a Excess from 2006	736,339.			
b Excess from 2007	812,352.			
c Excess from 2008	823,535.			
d Excess from 2009	931,386.			
e Excess from 2010	1,141,022.			

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

a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Tax year		Prior 3 years		(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test - enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test - enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

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

JAMES AND CYNTHIA BUNCH

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

NONE

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

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATTACHMENT 13				
Total			► 3a	1,156,746.
<i>b Approved for future payment</i>				
ATTACHMENT 14				
Total			► 3b	4,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	4,649.	
4 Dividends and interest from securities			14	19,954.	
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					
8 Gain or (loss) from sales of assets other than inventory				18	15,064.	
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)				39,667.	
13 Total Add line 12, columns (b), (d), and (e)			13		39,667.
(See worksheet in line 13 instructions on page 29 to verify calculations)						

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

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

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

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

Sign Here  11/11/11 DIRECTOR

Signature of filer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name <i>Kristin Ficker</i>	Preparer's signature <i>Kristin Ficker</i>	Date <i>11-10-11</i>	Check <input type="checkbox"/> if self-employed PTIN <i>P01254056</i>
	Firm's name ► CROWE HORWATH LLP		Firm's EIN ► 35-0921680	
	Firm's address ► 331 SOUTH FLORIDA AVENUE, SUITE 400 LAKELAND, FL		33801-4626	Phone no

Schedule of Contributors

OMB No 1545-0047

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

2010

Name of the organization

HAZEL CROSBY CARLTON FOUNDATION, INC.

Employer identification number

20-3163711

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization HAZEL CROSBY CARLTON FOUNDATION, INC.

Employer identification number

20-3163711

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BUNCH AND ASSOCIATES, INC. PO BOX 32037 LAKELAND, FL 33802	\$ 920,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JAMES AND CYNTHIA BUNCH 11680 LAKELAND ACRES ROAD LAKELAND, FL 33810	\$ 1,774,923.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

4 I request an additional 3-month extension of time until 11/15, 2011.

5 For calendar year 2010, or other tax year beginning , 20, and ending , 20.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification

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

Signature ►

Rachel Spurlock

Title ► CPA

Date ► 7/8/11

Form 8868 (Rev. 1-2011)

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

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

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

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

Part I only

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

Name of exempt organization HAZEL CROSBY CARLTON FOUNDATION, INC.		Employer identification number 20-3163711
Number, street, and room or suite no. If a P O box, see instructions 3500 REYNOLDS ROAD		
City, town or post office, state, and ZIP code. For a foreign address, see instructions LAKELAND, FL 33803-7327		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No ► 863 669-0861

FAX No ►

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

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

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

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

For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
254,204.		SECURITIES PROPERTY TYPE: SECURITIES 239,140.				P	VAR 15,064.	VAR
TOTAL GAIN (LOSS)							<u>15,064.</u>	

JSA
0E17301000

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INCOME	4,647.	2.	0.
TAX-EXEMPT INTEREST			
TOTAL	<u><u>4,649.</u></u>	<u><u>2.</u></u>	<u><u>0.</u></u>

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,237.	0.	0.	5,237.
TOTALS	<u>5,237.</u>	<u>0.</u>	<u>0.</u>	<u>5,237.</u>

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ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,500.	750.	0.	750.
TOTALS	<u>1,500.</u>	<u>750.</u>	<u>0.</u>	<u>750.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADVISORY FEES-ALLEN & COMPANY	2,897.	2,897.	0.	0.
TOTALS	<u>2,897.</u>	<u>2,897.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	556.	556.	0.	0.
FEDERAL TAXES	60.	0.	0.	0.
TOTALS	<u>616.</u>	<u>556.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LICENSE EXPENSE	61.	0.	0.	61.
POSTAGE EXPENSE	70.	0.	0.	70.
MEALS & ENTERTAINMENT	283.	0.	0.	283.
BANK FEES - SUNTRUST	66.	66.	0.	0.
TOTALS	<u>480.</u>	<u>66.</u>	<u>0.</u>	<u>414.</u>

ATTACHMENT 6

FORM 990F - PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

ATTACHMENT 7GRANTS PAID

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A WOMAN'S CHOICE, INC 1234 E LIME STREET LAKELAND, FL 33801	TO PROMOTE HEALTHCARE 509 (A) (2)	84,500
A WOMAN'S HEART-PRC PO BOX 9235 GREENVILLE, TX 75403	TO PROMOTE HEALTHCARE 509 (A) (2)	78,000
ALPHA PREGNANCY SERVICES P O BOX 2305 PHILADELPHIA, PA 19103	TO PROMOTE HEALTHCARE 509 (A) (1)	72,400
ALTERNATIVES PREGNANCY RESOURCE CENTER 2628 EL CAMINO AVE, STE B-1 SACRAMENTO, CA 95821	TO PROMOTE HEALTHCARE 509 (A) (2)	63,600
CARIS PREGNANCY COUNSELLING AND RESOURCES 4811 EMERSON AVE, SUITE 110 PALATINE, IL 60067	TO PROMOTE HEALTHCARE 509 (A) (1)	14,400
BETHANY CHRISTIAN SERVICES OF FL 29 W SMITH STREET WINTER GARDEN, FL 34787	TO PROMOTE HEALTHCARE 509 (A) (1)	24,000
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	PROVIDING MINISTRY AND FINANCIAL ASSISTANCE TO ASSOC 509 (A) (1)	15,000

FORM 990DE, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

LAKELAND, FL 33802

GABRIEL MOUNTAIN KIDNEY FOUNDATION
1504 ORANGEWOOD DRIVE
LAKELAND, FL 33813

509 (A) (1)

N/A
509 (A) (1)

400

IMAGE CLEAR ULTRASOUND NATIONAL
2569 ROMIG ROAD, SUITE 203B
AKRON, OH 44320

N/A

509 (A) (2)

12,000

JOHN A. LOGAN COLLEGE FOUNDATION
700 LOGAN COLLEGE ROAD
CARTERVILLE, IL 62918

N/A

509 (A) (1)

10,000

L. I. F. E.
5445 SW WOODHAM STREET
PALM CITY, FL 34990

N/A

509 (A) (2)

5,000

LELAND FAMILY MINISTRIES
PO BOX 123
BARTOW, FL 33831

N/A

509 (A) (1)

104,481

LIGHTHOUSE MINISTRIES
PO BOX 3112
LAKELAND, FL 33802

N/A

509 (A) (1)

3,500

LIVING WELL MEDICAL CLINIC
2010 N TUSTIN AVENUE, SUITE D
ORANGE, CA 92865

N/A

509 (A) (2)

33,000

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

FORM 990F, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOOK UP MINISTRIES 50 O'BANNON AVENUE NEWARK, OH 43055	N/A	509 (A) (2)	TO PROMOTE MINISTRY	6,000
MIDTOWN PREGNANCY SUPPORT CENTER 104 E 40TH STREET, #706 NEW YORK, NY 10016	N/A	509 (A) (1)	TO PROMOTE HEALTHCARE	24,000.
MOTHER OF LIFE CENTER 400 ATWELLS AVE PROVIDENCE, RI 02909	N/A	509 (A) (1)	TO PROMOTE MINISTRY	12,000
NEW HORIZONS GROUP HOMES, INC PO BOX 963 BRANDON, FL 33509	N/A	509 (A) (2)	TO PROMOTE HEALTHCARE	30,000
GENEVA CLASSICAL ACADEMY INC 4410 EAST SR 540A LAKELAND, FL 33813	N/A	509 (A) (1)	TO PROMOTE EDUCATION	7,500
NEW LIFE FAMILY SERVICES 1515 EAST 66TH STREET RICHFIELD, MN 55423	N/A	509 (A) (1)	TO PROMOTE MINISTRY	24,000
PREGNANCY HELP CENTER OF LAKELAND PO BOX 2071 LAKELAND, FL 33806	N/A	509 (A) (2)	TO PROMOTE HEALTHCARE	94,000
PREGNANCY HELP, INC. 233 W 14TH STREET	N/A		TO PROMOTE HEALTHCARE	24,000

FORM 990FPE PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK, NY 10011 PREGNANCY SOLUTIONS & SERVICES 3136 MANCHESTER ROAD AKRON, OH 44319	509 (A) (1) N/A 509 (A) (2)	TO PROMOTE HEALTHCARE AID TO UNDERPRIVILEGED INDIVIDUALS	150,000. 52,500
SALVATION ARMY P O BOX 928 LAKELAND, FL 33802	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	13,500
HOPE PREGNANCY CENTER 110 MAIN STREET CHESHIRE, CT 06410	N/A 509 (A) (2)	TO PROMOTE EDUCATION	800.
ST JOSEPH'S ACADEMY 310 MCDONALD ST LAKELAND, FL 33803	N/A 509 (A) (1)	TO PROMOTE MINISTRY	1,000
TALBOT HOUSE MINISTRIES 814 N KENTUCKY AVENUE LAKELAND, FL 33801	N/A 509 (A) (1)	MATCHING FUNDS FOR TRIP TO SWEDEN	4,515.
BEVERLY FRYE 510 ELIZABETH LANE LAKELAND, FL 33809	N/A INDIVIDUAL	TO PROMOTE HEALTHCARE	100
MUSCULAR DYSTROPHY ASSOCIATION 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718	N/A 509 (A) (1)		010094 304

ATTACHMENT 7 (CONT'D.)

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

REGENT UNIVERSITY
1000 REGENT UNIVERSITY DRIVE
VIRGINIA BEACH, VA 23464

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

FOUNDATION STATUS OF RECIPIENT

N/A

509 (A) (1)

NONE
PRIVATE OPERATING FND

GRANTS ACCRUED

THE EVERGREEN ASSOCIATION, INC
61 LEWIS PARKWAY
YONKERS, NY 10705

ATTACHMENT 7 (CONT'D)PURPOSE OF GRANT OR CONTRIBUTION

SUPPORT FOR VARIOUS MISSION TRIPS

TO PROMOTE HEALTHCARE

TO PROMOTE HEALTHCARE

TOTAL CONTRIBUTIONS PAID

1,156,746

TOTAL APPROVED CONTRIBUTIONS ACCRUED

4,000

TOTAL CONTRIBUTIONS PAID AND ACCRUED

1,160,746

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	<u>1,960,684.</u>	<u>1,960,684.</u>
TOTALS	<u><u>1,960,684.</u></u>	<u><u>1,960,684.</u></u>

ATTACHMENT 8

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION

DIVIDEND RECEIVABLE

TOTALS

BOOK VALUE

0.

0.

ENDING
FMV

0.

0.

ATTACHMENT 9

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ATTACHMENT 9

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

ATTACHMENT 10

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS	43,988.
TOTAL	<u>43,988.</u>

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	139.
TOTAL	<u>139.</u>

HAZEL CROSBY CARLTON FOUNDATION, INC.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

20-3163711

ATTACHMENT 12

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

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ATTACHMENT 12

FORM 990F, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A WOMAN'S CHOICE, INC 1234 E LIME STREET LAKELAND, FL 33801	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	84,500
A WOMAN'S HEART-PRC PO BOX 9235 GREENVILLE, TX 75403	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	78,000
ALPHA PREGNANCY SERVICES P O BOX 2305 PHILADELPHIA, PA 19103	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	72,400
ALTERNATIVES PREGNANCY RESOURCE CENTER 2628 EL CAMINO AVE, STE B-1 SACRAMENTO, CA 95821	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	63,600
CARIS PREGNANCY COUNSELING AND RESOURCES 4811 EMERSON AVE, SUITE 110 PALATINE, IL 60067	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	14,400
BETHANY CHRISTIAN SERVICES OF FL 29 W SMITH STREET WINTER GARDEN, FL 34787	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	24,000

FORM 990DE PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	N/A 509 (A) (1)	PROVIDING MINISTRY AND FINANCIAL ASSISTANCE TO ASSOC	15,000
CARE-NET OF RHODE ISLAND 433 ELMWOOD AVENUE PROVIDENCE, RI 02907	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	12,000
CHI ALPHA 1445 BOONVILLE AVENUE SPRINGFIELD, MO 65802	N/A 501 (C) (7)	TO PROMOTE CAMPUS MINISTRIES THROUGHOUT THE US	14,400
CARENET PREGNANCY SERVICES OF DUPAGE 515 OGDEN AVE, SUITE 200 DOWNS GROVE, IL 60515	N/A 509 (A) (1)	TO PROMOTE MINISTRY	14,400
DANIEL BUNTZ 1315 OSTIN NENE TALLAHASSEE, FL 32301	NONE INDIVIDUAL	MISSION TRIP TO BUENOS AIRES, ARGENTINA - TO PROMOTE HEALTHCARE IN ARGENTINA	1,000
DAVIE PREGNANCY CENTER PO BOX 296 MOCKSVILLE, NC 27028	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	24,000

FORM 990E - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVERGREEN ASSOCIATION 61 LEWIS PARKWAY YONKERS, NY 10705	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	20,000
FIRST LIFE CENTER FOR PREGNANCY 3125 BRUTON BLVD, STE B ORLANDO, FL 32805	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	62,400
FLORIDA BAPTIST CHILDREN'S HOME PO BOX 8190 LAKELAND, FL 33802	N/A 509 (A) (1)	TO PROMOTE MINISTRY	18,000
GABRIEL MOUNTAIN KIDNEY FOUNDATION 1504 ORANGEWOOD DRIVE LAKELAND, FL 33813	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	400.
IMAGE CLEAR ULTRASOUND NATIONAL 2569 ROMIG ROAD, SUITE 203B AKRON, OH 44320	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	12,000
JOHN A. LOGAN COLLEGE FOUNDATION 700 LOGAN COLLEGE ROAD CARTERVILLE, IL 62918	N/A 509 (A) (1)	TO PROMOTE EDUCATION	10,000

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D.)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIFE 5445 SW WOODHAM STREET PALM CITY, FL 34990	N/A 509 (A) (2)	TO PROMOTE MINISTRY	5,000
LELAND FAMILY MINISTRIES PO BOX 123 BARTOW, FL 33831	N/A 509 (A) (1)	TO PROMOTE MINISTRY	104,481
LIGHTHOUSE MINISTRIES PO BOX 3112 LAKELAND, FL 33802	N/A 509 (A) (1)	TO PROMOTE MINISTRY	3,500
LIVING WELL MEDICAL CLINIC 2010 N TUSTIN AVENUE, SUITE D ORANGE, CA 92865	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	33,000
LOOK UP MINISTRIES 50 O'BANNON AVENUE NEWARK, OH 43055	N/A 509 (A) (2)	TO PROMOTE MINISTRY	6,000
MIDTOWN PREGNANCY SUPPORT CENTER 104 E 40TH STREET, #706 NEW YORK, NY 10016	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	24,000

FORM 990BF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

AMOUNT

MOTHER OF LIFE CENTER
400 ATWELLS AVE
PROVIDENCE, RI 02909

TO PROMOTE MINISTRY

12,000

NEW HORIZONS GROUP HOMES, INC
PO BOX 963
BRANDON, FL 33309

TO PROMOTE HEALTHCARE

30,000

GENEVA CLASSICAL ACADEMY INC
4410 EAST SR 540A
LAKELAND, FL 33813

TO PROMOTE EDUCATION

7,500

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

TO PROMOTE MINISTRY

24,000

PREGNANCY HELP CENTER OF LAKELAND
PO BOX 2071
LAKELAND, FL 33806

TO PROMOTE HEALTHCARE

94,000

PREGNANCY HELP, INC
233 W 14TH STREET
NEW YORK, NY 10011

TO PROMOTE HEALTHCARE

24,000

FORM 990F - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PREGNANCY SOLUTIONS & SERVICES 3136 MANCHESTER ROAD AKRON, OH 44319	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	150,000.
SALVATION ARMY P O BOX 928 LAKELAND, FL 33802	N/A 509 (A) (1)	AID TO UNDERPRIVILEGED INDIVIDUALS	52,500
HOPE PREGNANCY CENTER 110 MAIN STREET CHESHIRE, CT 06410	N/A 509 (A) (2)	TO PROMOTE HEALTHCARE	13,500
ST JOSEPH'S ACADEMY 310 MCDONALD ST LAKELAND, FL 33803	N/A 509 (A) (1)	TO PROMOTE EDUCATION	800.
TALBOT HOUSE MINISTRIES 814 N KENTUCKY AVENUE LAKELAND, FL 33801	N/A 509 (A) (1)	TO PROMOTE MINISTRY	1,000.
BEVERLY FIVE 510 ELIZABETH LANE LAKELAND, FL 33809	N/A INDIVIDUAL	MATCHING FUNDS FOR TRIP TO SWEDEN	4,515.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSCULAR DYSTROPHY ASSOCIATION 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718	N/A 509 (A) (1)	TO PROMOTE HEALTHCARE	100
REGENT UNIVERSITY 1000 REGENT UNIVERSITY DRIVE VIRGINIA BEACH, VA 23464	N/A 509 (A) (1)	SUPPORT FOR VARIOUS MISSION TRIPS	1,350
MYRANDA'S CHILD AND FAMILY FOUNDATION 14400 MERIDIAN ROAD CARTERVILLE, IL 62918	NONE PRIVATE OPERATING FND	TO PROMOTE HEALTHCARE	25,000
TOTAL CONTRIBUTIONS PAID			<u>1,156,746</u>

FORM 990BE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14

RECIPIENT NAME AND ADDRESS

THE EVERGREEN ASSOCIATION, INC
61 LEWIS PARKWAY
YONKERS, NY 10705

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

NONE
509 (A) (2)

RECIPIENT NAME AND ADDRESS

THE EVERGREEN ASSOCIATION, INC
61 LEWIS PARKWAY
YONKERS, NY 10705

PURPOSE OF GRANT OR CONTRIBUTION

4,000

AMOUNT

TO PROMOTE HEALTHCARE4,000TOTAL CONTRIBUTIONS APPROVED4,000

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2010

Name of estate or trust

HAZEL CROSBY CARLTON FOUNDATION, INC.

Employer identification number

20-3163711

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b				
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5				

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				15,064 .
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
9 Capital gain distributions	9				
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12				15,064 .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			15,064.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			15,064.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17			
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20 Add lines 18 and 19	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21			
22 Subtract line 21 from line 20 If zero or less, enter -0-	22			
23 Subtract line 22 from line 17 If zero or less, enter -0-	23			
24 Enter the smaller of the amount on line 17 or \$2,300	24			
25 Is the amount on line 23 equal to or more than the amount on line 24?				
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25			
<input type="checkbox"/> No. Enter the amount from line 23	26			
26 Subtract line 25 from line 24	26			
27 Are the amounts on lines 22 and 26 the same?				
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28			
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28			
29 Subtract line 28 from line 27	29			
30 Multiply line 29 by 15% (15)	30			
31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31			
32 Add lines 30 and 31	32			
33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34			

Schedule D (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

20-3163711

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SECURITIES			254,204.	239,140.	15,064.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 15,064 .

Schedule D-1 (Form 1041) 2010

FEDERAL FOOTNOTES

PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTOR
JAMES AND CYNTHIA BUNCH
11680 LAKELAND ACRES BLVD
LAKELAND, FL 33810

Hazel Crosby Carlton Foundation, Inc.
FEIN # 20-3163711

2010 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Chi Alpha
1445 Boonville Avenue
Springfield, MO 65802

Date and Amount of Grant:	1/12/2010	\$1,200
	2/9/2010	\$1,200
	3/9/2010	\$1,200
	4/13/2010	\$1,200
	5/11/2010	\$1,200
	6/1/2010	\$1,200
	7/2/2010	\$1,200
	8/9/2010	\$1,200
	9/13/2010	\$1,200
	10/20/2010	\$1,200
	11/17/2010	\$1,200
	12/9/2010	\$1,200
		<hr/>
		\$14,400

Purpose of the Grant: Scholarships

Amounts Expended by Grantee: \$14,400

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant

Dates of Reports Received: Decemer 31, 2010

Verification of Reports: January 7, 2011