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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

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

A Employer identification number

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

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

Room/suite

B Telephone number (see page 10 of the instructions)

3500 REYNOLDS ROAD

(863) 669-0861

City or town, state, and ZIP code

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

J Accounting method

☐ Cash☒ Accrual

E If private foundation status was terminated

of year (from Part II, col (c), line

☐ Other (specify) _____

F If the foundation is in a 60-month termination

16) ▶ \$ 1,968,946.

(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)
Revenue				
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.	
Operating and Administrative Expenses				
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				
22 Printing and publications	276.	0.	0.	276.
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.	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	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) ATCH 8	64,139.	1,960,684.	1,960,684.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	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 ▶ ATCH 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.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
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.			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 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.			8 1,163,423.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	615.
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	
3	Add lines 1 and 2	3	615.
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	615.
6	Credits/Payments		
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"/> 117. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> WWW.HCC-FOUNDATION.COM				
14	The books are in care of <input type="text"/> CYNTHIA L. BUNCH Telephone no <input type="text"/> 863-669-0861			
Located at <input type="text"/> 3500 REYNOLDS ROAD LAKE LAND, FL ZIP + 4 <input type="text"/> 33803				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15			
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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>				

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		
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 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2010? <input type="checkbox"/>	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
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) <input type="checkbox"/>	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 <input type="text"/>		
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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2010? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ 5b ☒ X

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 6b ☒ X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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 (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 -----	
All other program-related investments. See page 24 of the instructions	
3 NONE -----	
Total. Add lines 1 through 3	

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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

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 2010, 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 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**

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

Form 990-PF (2010)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

**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

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

**Paid
Preparer
Use Only**

instinct

Kristen Hoken

11-10-11

Check ☐ if self-employed

P01254056

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 863-687-4010

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

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)

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

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 File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	HAZEL CROSBY CARLTON FOUNDATION, INC.	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) 0 4

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, 20 11 .

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 \$	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 \$	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 \$	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)

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	HAZEL CROSBY CARLTON FOUNDATION, INC.	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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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)

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>	

ATTACHMENT 1FORM 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	2.	2.	0.
TAX-EXEMPT INTEREST	4,647.	0.	0.
TOTAL	<u>4,649.</u>	<u>2.</u>	<u>0.</u>

ATTACHMENT 2FORM 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>

ATTACHMENT 3FORM 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>

ATTACHMENT 4FORM 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>

ATTACHMENT 5FORM 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>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
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	480.	66.	0.	414.

FORM 990EF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAIDATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
<u>GRANTS PAID</u>			
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 95403	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
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	N/A 509 (A) (1)	PROVIDING MINISTRY AND FINANCIAL ASSISTANCE TO ASSOC	15,000

ATTACHMENT 7

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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 DOWNERS 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
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	N/A		TO PROMOTE MINISTRY	18,000

ATTACHMENT 7

FORM 990EF, PART I - CONTRIBUTIONS, GLETS, GRANTS PAIDATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
LAKELAND, FL 33802	509(A) (1)			
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
L.I.F.E 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

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
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

ATTACHMENT 7

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NEW YORK, NY 10011	509 (A) (1)			
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 FRYE 510 ELIZABETH LANE LAKELAND, FL 33809	N/A INDIVIDUAL		MATCHING FUNDS FOR TRIP TO SWEDEN	4,515.
MUSCULAR DYSTROPHY ASSOCIATION 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718	N/A 509 (A) (1)		TO PROMOTE HEALTHCARE	100

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

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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 CARTERSVILLE, IL 62918	NONE PRIVATE OPERATING FND		TO PROMOTE HEALTHCARE	25,000.
			TOTAL CONTRIBUTIONS PAID	<u>1,156,746</u>
<u>GRANTS ACCRUED</u>				
THE EVERGREEN ASSOCIATION, INC 61 LEWIS PARKWAY YONKERS, NY 10705	NONE 509(A) (2)		TO PROMOTE HEALTHCARE	4,000
			TOTAL APPROVED CONTRIBUTIONS ACCRUED	<u>4,000.</u>
			TOTAL CONTRIBUTIONS PAID AND ACCRUED	<u>1,160,746.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

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

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE	0.	0.
TOTALS	<u>0.</u>	<u>0.</u>

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

ATTACHMENT 10

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

DESCRIPTION

AMOUNT

UNREALIZED GAINS

43,988.

TOTAL

43,988.

- - - - -

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

ATTACHMENT 11

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

DESCRIPTION

AMOUNT

PRIOR PERIOD ADJUSTMENT

139.

TOTAL

139.

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

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

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
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 95403	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 990EF, 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
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 DOWNERS 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

ATTACHMENT 13

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	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 CARTERSVILLE, IL 62918	N/A 509(A) (1)	TO PROMOTE EDUCATION	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
L I F E 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.

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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 NEW YORK, NY 10011	N/A 509(A) (1)	TO PROMOTE HEALTHCARE	24,000

ATTACHMENT 13

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	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 FRYE 510 ELIZABETH LANE LAKELAND, FL 33809	N/A INDIVIDUAL	MATCHING FUNDS FOR TRIP TO SWEDEN	4,515.

FORM 990EF, 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
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			1,156,746

ATTACHMENT 13

HAZEL CROSBY CARLTON FOUNDATION, INC

20-3163711

FORM 990-E, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

THE EVERGREEN ASSOCIATION, INC

61 LEWIS PARKWAY

YONKERS, NY 10705

NONE

509(A) (2)

TO PROMOTE HEALTHCARE

4,000

TOTAL CONTRIBUTIONS APPROVED

4,000

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ATTACHMENT 14

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

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 wrkst)	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	16	()
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 <input type="checkbox"/> No. Enter the amount from line 23	25	
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 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
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

HAZEL CROSBY CARLTON FOUNDATION, INC.

20-3163711

FEDERAL FOOTNOTES

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

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

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

Grantee:

Chr 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
	<u>\$14,400</u>

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