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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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

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 THE ANN AND MONROE CARELL FOUNDATION		A Employer identification number 58-1537831
Number and street (or P O box number if mail is not delivered to street address) 95 WHITE BRIDGE ROAD	Room/suite 514	B Telephone number (615) 356-0991
City or town, state, and ZIP code NASHVILLE, TN 37205		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,604,374.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5.	5.		STATEMENT 1
4 Dividends and interest from securities		253,532.	253,532.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33,165.			
b Gross sales price for all assets on line 6a		3,069,290.			
7 Capital gain net income (from Part IV, line 2)			33,165.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		286,702.	286,702.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,320.	0.		3,320.
c Other professional fees STMT 4		31,058.	31,058.		0.
17 Interest		1.	1.		0.
18 Taxes STMT 5		220.	220.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		138.	138.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		34,737.	31,417.		3,320.
25 Contributions, gifts, grants paid		163,350.			163,350.
26 Total expenses and disbursements. Add lines 24 and 25		198,087.	31,417.		166,670.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		88,615.			
b Net investment income (if negative, enter -0-)			255,285.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			1,497,453.	1,236,533.	1,236,533.
	3 Accounts receivable ▶ 150.				150.	150.
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 7	2,075,930.	3,607,717.	4,095,720.		
	c Investments - corporate bonds STMT 8	3,109,137.	2,942,145.	3,139,872.		
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9	1,150,410.	135,000.	132,099.			
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)	7,832,930.	7,921,545.	8,604,374.			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	7,832,930.	7,921,545.				
30 Total net assets or fund balances	7,832,930.	7,921,545.				
31 Total liabilities and net assets/fund balances	7,832,930.	7,921,545.				

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	7,832,930.
2 Enter amount from Part I, line 27a	2	88,615.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,921,545.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,921,545.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 3,069,290.		3,036,125.	33,165.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			33,165.

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	33,165.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	373,242.	7,278,663.	.051279
2008	285,096.	9,654,597.	.029530
2007	12,374,326.	11,787,764.	1.049760
2006	99,292.	3,298,448.	.030103
2005	100,810.	3,139,666.	.032109

2 Total of line 1, column (d)	2	1.192781
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	.238556
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,011,013.
5 Multiply line 4 by line 3	5	1,911,075.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,553.
7 Add lines 5 and 6	7	1,913,628.
8 Enter qualifying distributions from Part XII, line 4	8	166,670.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.			
b Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,106.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,106.
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	5,106.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,970.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,970.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,138.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	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 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 instructions) ☐ TN		
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)? 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

N/A

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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 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 ► N/A	13	X	
14	The books are in care of ► LATTIMORE BLACK MORGAN & CAIN, P.C. Telephone no. ► (615) 377-4600 Located at ► 5250 VIRGINIA WAY, SUITE 400, BRENTWOOD, TN ZIP+4 ► 37027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(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
ANN SCOTT CARELL 4432 TYNE BLVD. NASHVILLE, TN 37215	PRESIDENT 0.00	0.	0.	0.
KATHRYN C. BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	VICE-PRESIDENT 0.00	0.	0.	0.
EDITH C. JOHNSON 4407 IROQUOIS NASHVILLE, TN 37205	TREASURER 0.00	0.	0.	0.
JULIE CARELL STADLER 1109 BELLE MEADE BLVD NASHVILLE, TN 37205	SECRETARY 0.00	0.	0.	0.

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

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

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

0

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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,939,480.
b	Average of monthly cash balances	1b	1,193,528.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,133,008.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,133,008.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121,995.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,011,013.
6	Minimum investment return. Enter 5% of line 5	6	400,551.

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

1	Minimum investment return from Part X, line 6	1	400,551.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,106.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,106.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	395,445.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	395,445.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	395,445.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	166,670.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	166,670.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	166,670.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				395,445.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	12133026.			
d From 2008				
e From 2009	12,433.			
f Total of lines 3a through e	12,145,459.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 166,670.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				166,670.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	228,775.			228,775.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,916,684.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	11,916,684.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	11904251.			
c Excess from 2008				
d Excess from 2009	12,433.			
e Excess from 2010				

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

- 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.

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

ANN SCOTT CARELL

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

NONE

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

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

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

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:

THE ANN AND MONROE CARELL FOUNDATION

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
b	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
g	LYRICAL MULTI MGR OFFSHORE FUND LTD	P	VARIOUS	04/30/10
h	AMA MULTI-STRATEGY OFFSHORE FD LTD	P	VARIOUS	11/30/10
i	FEDERATED FUND LITIGATION SETTLEMENT PROCEEDS	P	VARIOUS	09/14/10
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	457,642.		438,790.	18,852.
b	580,846.		473,187.	107,659.
c	678,640.		617,913.	60,727.
d	194,640.		184,894.	9,746.
e	185,671.		160,738.	24,933.
f	181,752.		158,174.	23,578.
g	775,015.		1,000,000.	-224,985.
h			2,429.	-2,429.
i	322.			322.
j	14,762.			14,762.
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			18,852.
b			107,659.
c			60,727.
d			9,746.
e			24,933.
f			23,578.
g			-224,985.
h			-2,429.
i			322.
j			14,762.
k			
l			
m			
n			
o			

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	33,165.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE ANN AND MONROE CARELL FOUNDATION
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CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year Account No Legal Name
2010 003-52431-1 THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES

REALIZED GAIN AND LOSS SUMMARY

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds \$	Total Accretion (Amortization)	Cost Basis *	Total Gain (Loss)
EKSSPORTFINANS ASA LINK TO AUD, SEK, USD VS JPY, CHF 0% COUPON DUE 12/2/2010 STRUCTURED NOTE (28264QR22)	09/01/2009	02/04/2010	75,000 00	73,389 38	0 00	75,248 35	(1,858 97)
TECHNOLOGY SELECT INDEX 'SPDR' (81369Y803)	02/05/2010	03/17/2010	3,600 00	82,825 94	0 00	75,852 00	6,973.94
EKSSPORTFINANS ASA LINK TO INR, IDR VS USD, NZD 0% COUPON DUE 4/18/2011 STRUCTURED NOTE (28264QQ98)	09/01/2009	05/11/2010	75,000 00	79,425 00	0 00	75,516 07	3,908 93
EKSSPORTFINANS ASA LINK TO BEARISH EUR VS USD 0% COUPON DUE SEPTEMBER 2011 STRUCTURED NOTE (28264QS47)	02/05/2010	05/28/2010	38,000 00	40,394 00	0 00	38,000 00	2,394 00
EKSSPORTFINANS ASA LINK TO BEARISH EUR VS USD 0% COUPON DUE SEPTEMBER 2011 STRUCTURED NOTE (28264QS47)	02/05/2010	06/15/2010	37,000 00	39,719 50	0 00	37,000 00	2,719 50
BNP PARIBAS LNKD TO BSKT OF TELECOM STOCKS 0% COUPON DUE 05/04/2011 STRUCTURED NOTE (05565A582)	03/09/2010	10/08/2010	70 00	72,794 40	0 00	66,360 00	6,434 40
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	11/30/2010	12/28/2010	534 07	5,372 75	0 00	5,671 83	(299 08)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	04/30/2010	12/28/2010	898 48	9,038 67	0 00	9,290 24	(251 57)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	05/28/2010	12/28/2010	663 88	6,676 63	0 00	6,816 00	(139 37)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	06/30/2010	12/28/2010	636 91	6,407 28	0 00	6,611 08	(203 81)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	07/30/2010	12/28/2010	629 78	6,335 60	0 00	6,606 40	(270 80)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	08/31/2010	12/28/2010	545 29	5,485 64	0 00	5,785 55	(299 91)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	12/31/2009	12/28/2010	955 83	9,615 63	0 00	9,596 51	19.12
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	01/29/2010	12/28/2010	636 77	6,405 91	0 00	6,482 32	(76 41)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	02/26/2010	12/28/2010	670 33	6,743 49	0 00	6,844 04	(100 55)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	03/31/2010	12/28/2010	697 07	7,012 52	0 00	7,110 11	(97 59)
NET SHORT TERM GAINS (LOSSES)				457,642.34	0.00	438,790.50	18,851.83

THE ANN AND MONROE CARELL FOUNDATION
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 CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year Account No Legal Name
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REALIZED GAINS AND LOSSES (Continued)

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total Accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	08/15/2008	04/21/2010	8,729.39	90,000.00	0.00	82,841.90	7,158.10
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	03/26/2009	05/25/2010	21,994.14	150,000.00	0.00	113,929.62	36,070.38
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	03/26/2009	09/21/2010	25,447.97	182,461.98	0.00	131,820.51	50,641.47
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	03/31/2009	09/21/2010	668.21	4,791.07	0.00	3,468.01	1,323.06
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	04/30/2009	09/21/2010	1,095.36	7,853.73	0.00	6,177.83	1,675.90
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	05/29/2009	09/21/2010	1,055.81	7,570.14	0.00	6,250.38	1,319.76
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	06/30/2009	09/21/2010	931.53	6,679.09	0.00	5,607.83	1,071.26
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	07/31/2009	09/21/2010	349.02	2,502.50	0.00	2,219.79	282.71
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	08/31/2009	09/21/2010	347.80	2,493.76	0.00	2,239.86	253.90
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS (38141W679)	09/15/2009	09/21/2010	2,182.39	15,647.74	0.00	14,425.61	1,222.14
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	08/15/2008	12/28/2010	88.46	889.91	0.00	839.49	50.42
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	11/30/2009	12/28/2010	819.03	8,239.39	0.00	8,321.29	(81.90)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	06/30/2009	12/28/2010	722.56	7,268.97	0.00	6,907.69	361.28
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	07/31/2009	12/28/2010	611.71	6,153.77	0.00	6,006.96	146.81
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	08/31/2009	12/28/2010	627.02	6,307.86	0.00	6,176.19	131.67
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	09/30/2009	12/28/2010	744.12	7,485.81	0.00	7,456.04	29.77
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	10/30/2009	12/28/2010	787.82	7,925.51	0.00	7,980.66	(55.15)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	01/30/2009	12/28/2010	677.11	6,811.68	0.00	6,209.05	602.63
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	02/27/2009	12/28/2010	717.66	7,219.66	0.00	6,466.12	753.54
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	03/31/2009	12/28/2010	754.65	7,591.79	0.00	6,912.60	679.19
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	04/30/2009	12/28/2010	769.30	7,739.15	0.00	7,154.48	584.67
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	05/29/2009	12/28/2010	727.03	7,313.91	0.00	6,884.96	428.95
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	08/29/2008	12/28/2010	260.45	2,620.14	0.00	2,474.28	145.86
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	09/30/2008	12/28/2010	673.32	6,773.59	0.00	6,221.47	552.12
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	10/31/2008	12/28/2010	694.27	6,984.36	0.00	6,088.75	895.61
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	11/28/2008	12/28/2010	680.55	6,846.36	0.00	6,002.48	843.88

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 CAPITAL GAINS AND LOSSES - ATTACHMENT 1

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REALIZED GAINS AND LOSSES (Continued)

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds \$	Total Accretion (Amortization)	Cost Basis *	Total Gain/(Loss)
GOLDMAN SACHS CORE PLUS FIXED INCOME FUND - INSTL CL (38143H415)	12/31/2008	12/28/2010	663.47	6,674.53	0.00	6,103.94	570.59
NET LONG TERM GAINS (LOSSES)				580,846.40	0.00	473,187.79	107,658.62

THE ANN AND MONROE CARELL FOUNDATION
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CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year Account No Legal Name
2010 003-52433-7 THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ³	Total Accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
EOG RESOURCES INC CMN (26875P101)	04/30/2009	01/05/2010	43.00	4,222.94	0.00	2,849.53	1,373.41
FRANKLIN RESOURCES INC CMN (354613101)	04/30/2009	01/05/2010	45.00	4,882.06	0.00	2,755.04	2,127.02
STAPLES, INC CMN (855030102)	04/23/2009	01/05/2010	131.00	3,205.34	0.00	2,748.92	456.42
STAPLES, INC CMN (855030102)	04/30/2009	01/05/2010	52.00	1,272.35	0.00	1,095.33	177.02
GENERAL MILLS INC CMN (370334104)	04/30/2009	01/06/2010	85.00	6,017.45	0.00	4,353.70	1,663.75
DOW CHEMICAL CO CMN (260543103)	05/11/2009	01/07/2010	127.00	3,940.90	0.00	2,175.52	1,765.38
DOW CHEMICAL CO CMN (260543103)	05/21/2009	01/07/2010	238.00	7,385.31	0.00	4,102.60	3,282.72
CHEVRON CORPORATION CMN (166764100)	10/29/2009	01/15/2010	63.00	4,962.30	0.00	4,919.25	43.04
CHEVRON CORPORATION CMN (166764100)	11/23/2009	01/15/2010	57.00	4,489.70	0.00	4,488.60	1.10
HALLIBURTON COMPANY CMN (406216101)	09/10/2009	01/20/2010	170.00	5,661.77	0.00	4,367.52	1,294.26
HALLIBURTON COMPANY CMN (406216101)	09/14/2009	01/20/2010	4.00	133.22	0.00	104.46	28.76
HALLIBURTON COMPANY CMN (406216101)	09/14/2009	01/26/2010	138.00	4,238.96	0.00	3,603.75	635.21
EOG RESOURCES INC CMN (26875P101)	04/30/2009	01/27/2010	51.00	4,673.85	0.00	3,379.68	1,294.17
THE MOSAIC COMPANY CMN (61945A107)	01/08/2010	01/29/2010	86.00	4,626.41	0.00	5,715.96	(1,089.55)
THE MOSAIC COMPANY CMN (61945A107)	01/11/2010	01/29/2010	96.00	5,164.37	0.00	6,462.79	(1,298.42)
THE MOSAIC COMPANY CMN (61945A107)	01/19/2010	01/29/2010	28.00	1,506.27	0.00	1,749.44	(243.17)
STATE STREET CORPORATION (NEW) CMN (857477103)	05/19/2009	02/01/2010	292.00	12,766.05	0.00	12,704.98	61.07
STATE STREET CORPORATION (NEW) CMN (857477103)	01/19/2010	02/01/2010	44.00	1,923.65	0.00	1,880.12	43.53
BP P L C SPONSORED ADR CMN (055622104)	11/05/2009	02/04/2010	81.00	4,364.76	0.00	4,728.46	(363.70)
BP P L C SPONSORED ADR CMN (055622104)	11/05/2009	02/08/2010	69.00	3,650.97	0.00	4,027.94	(376.98)
BP P L C SPONSORED ADR CMN (055622104)	11/17/2009	02/08/2010	14.00	740.78	0.00	831.22	(90.45)

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CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year Account No Legal Name
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REALIZED GAINS AND LOSSES (Continued)

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ¹	Total Accretion (Amortization)	Cost Basis ²	Total Gain (Loss)
BIOMEN IDEC INC CMN (09062X103)	02/25/2009	02/09/2010	62.00	3,347.35	0.00	3,181.83	165.52
BIOMEN IDEC INC CMN (09062X103)	04/30/2009	02/09/2010	29.00	1,565.70	0.00	1,367.06	198.64
TARGET CORPORATION CMN (87612E106)	10/14/2009	02/09/2010	128.00	6,293.50	0.00	6,510.33	(216.83)
BP P L C SPONSORED ADR CMN (055622104)	11/17/2009	02/11/2010	68.00	3,677.57	0.00	4,037.38	(359.80)
BP P L C SPONSORED ADR CMN (055622104)	12/03/2009	02/11/2010	79.00	4,272.47	0.00	4,595.71	(323.24)
BP P L C SPONSORED ADR CMN (055622104)	01/19/2010	02/11/2010	49.00	2,650.02	0.00	3,043.39	(393.38)
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	04/30/2009	02/16/2010	176.00	5,281.02	0.00	3,542.51	1,738.51
JOHNSON & JOHNSON CMN (478160104)	04/30/2009	02/23/2010	85.00	5,385.87	0.00	4,431.85	954.02
HALLIBURTON COMPANY CMN (406216101)	09/14/2009	02/24/2010	28.00	838.48	0.00	731.20	107.28
HALLIBURTON COMPANY CMN (406216101)	10/01/2009	02/24/2010	140.00	4,192.38	0.00	3,741.39	451.00
APACHE CORP CMN (037411105)	10/09/2009	02/25/2010	55.00	5,547.93	0.00	5,503.13	44.80
FIRSTENERGY CORP CMN (337932107)	04/30/2009	02/26/2010	69.00	2,672.96	0.00	2,821.97	(149.01)
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	04/30/2009	02/26/2010	252.00	7,590.91	0.00	5,072.23	2,518.68
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/19/2010	02/26/2010	67.00	2,018.22	0.00	2,193.58	(175.36)
APACHE CORP CMN (037411105)	10/09/2009	03/03/2010	50.00	5,301.17	0.00	5,002.84	298.33
APACHE CORP CMN (037411105)	10/09/2009	03/04/2010	76.00	7,951.17	0.00	7,604.32	346.85
APACHE CORP CMN (037411105)	01/19/2010	03/04/2010	28.00	2,929.38	0.00	3,006.36	(76.98)
DIRECTV CMN (25490A101)	10/08/2009	03/04/2010	331.00	11,341.32	0.00	9,033.81	2,307.51
DIRECTV CMN (25490A101)	11/20/2009	03/04/2010	170.00	5,824.85	0.00	5,382.58	442.27
DIRECTV CMN (25490A101)	01/19/2010	03/04/2010	78.00	2,672.58	0.00	2,623.73	48.85
THE TRAVELERS COMPANIES, INC CMN (89417E109)	04/30/2009	03/08/2010	94.00	5,053.36	0.00	3,796.87	1,256.49
BOEING COMPANY CMN (097023105)	04/30/2009	03/16/2010	36.00	2,469.14	0.00	1,497.11	972.03
CLIFFS NATURAL RESOURCES INC CMN (18683K101)	01/29/2010	03/16/2010	103.00	6,786.78	0.00	4,149.94	2,636.84
HEWLETT-PACKARD CO CMN (428236103)	04/07/2009	03/22/2010	72.00	3,784.10	0.00	2,384.64	1,399.46
HEWLETT-PACKARD CO CMN (428236103)	04/30/2009	03/22/2010	10.00	525.57	0.00	369.50	156.07
TARGET CORPORATION CMN (87612E106)	10/14/2009	03/24/2010	10.00	533.53	0.00	508.62	24.91
TARGET CORPORATION CMN (87612E106)	10/15/2009	03/24/2010	179.00	9,550.09	0.00	9,075.51	474.58

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SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total Accretion (Amortization)	Cost Basis *	Total Gain (Loss)
TARGET CORPORATION CMN (87612E106)	12/17/2009	03/24/2010	98 00	5,228 54	0 00	4,657 98	570 56
TARGET CORPORATION CMN (87612E106)	01/19/2010	03/24/2010	64 00	3,414 56	0 00	3,222 24	192 32
JOHNSON & JOHNSON CMN (478160104)	04/30/2009	04/08/2010	240 00	15,564 68	0 00	12,513 46	3,051 22
JOHNSON & JOHNSON CMN (478160104)	01/19/2010	04/08/2010	65 00	4,215 43	0 00	4,248 40	(32 97)
FIRSTENERGY CORP CMN (337932107)	04/30/2009	04/20/2010	271 00	10,229 55	0 00	11,083 38	(853 84)
FIRSTENERGY CORP CMN (337932107)	01/19/2010	04/20/2010	80 00	3,019 79	0 00	3,723 51	(703 72)
HEWLETT-PACKARD CO CMN (428236103)	04/30/2009	04/21/2010	117 00	6,264 00	0 00	4,323 10	1,940 90
HEWLETT-PACKARD CO CMN (428236103)	04/30/2009	04/28/2010	238 00	12,695 91	0 00	8,794 00	3,901 91
HEWLETT-PACKARD CO CMN (428236103)	01/19/2010	04/28/2010	80 00	4,267 53	0 00	4,192 55	74 98
CISCO SYSTEMS, INC CMN (17275R102)	08/19/2009	04/29/2010	243 00	6,674 15	0 00	5,179 11	1,495 04
CLIFFS NATURAL RESOURCES INC CMN (18683K101)	01/29/2010	04/30/2010	289 00	18,668 04	0 00	11,643 99	7,024 05
KRAFT FOODS INC CMN CLASS A (50075N104)	02/09/2010	04/30/2010	84 00	2,520 21	0 00	2,432 13	88 08
KRAFT FOODS INC CMN CLASS A (50075N104)	02/09/2010	05/03/2010	108 00	3,240 10	0 00	3,127 02	113 08
KRAFT FOODS INC CMN CLASS A (50075N104)	02/09/2010	05/04/2010	171 00	5,065 33	0 00	4,951 11	114 21
KRAFT FOODS INC CMN CLASS A (50075N104)	02/16/2010	05/04/2010	125 00	3,702 72	0 00	3,584 82	117 90
KRAFT FOODS INC CMN CLASS A (50075N104)	02/16/2010	05/05/2010	71 00	2,103 73	0 00	2,036 18	67 55
KRAFT FOODS INC CMN CLASS A (50075N104)	02/26/2010	05/05/2010	13 00	385 19	0 00	369 33	15 87
NEWFIELD EXPLORATION CO CMN (651290108)	09/28/2009	05/05/2010	92 00	5,039 10	0 00	3,852 18	1,186 92
DOW CHEMICAL CO CMN (260543103)	05/21/2009	05/07/2010	184 00	4,797 89	0 00	3,171 76	1,626 13
DOW CHEMICAL CO CMN (260543103)	09/11/2009	05/07/2010	290 00	7,561 89	0 00	6,752 89	809 00
DOW CHEMICAL CO CMN (260543103)	10/09/2009	05/07/2010	302 00	7,874 80	0 00	7,885 94	(11 14)
DOW CHEMICAL CO CMN (260543103)	01/19/2010	05/07/2010	121 00	3,155 13	0 00	3,669 93	(514 80)
HESS CORPORATION CMN (42809H107)	12/23/2009	05/07/2010	110 00	6,303 40	0 00	6,518 89	(215 49)
HESS CORPORATION CMN (42809H107)	12/23/2009	05/10/2010	48 00	2,820 94	0 00	2,844 61	(23 67)
HESS CORPORATION CMN (42809H107)	01/04/2010	05/10/2010	67 00	3,937 56	0 00	4,229 33	(291 77)
HESS CORPORATION CMN (42809H107)	01/05/2010	05/10/2010	74 00	4,348 94	0 00	4,687 95	(339 01)
HESS CORPORATION CMN (42809H107)	01/19/2010	05/10/2010	47 00	2,762 17	0 00	2,928 24	(166 08)

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HESS CORPORATION CMN (42809H107)	01/27/2010	05/10/2010	91 00	5,348 02	0 00	5,290 58	57 44
KRAFT FOODS INC CMN CLASS A (50075N104)	02/26/2010	05/11/2010	111 00	3,375 54	0 00	3,153 47	222 07
KRAFT FOODS INC CMN CLASS A (50075N104)	02/26/2010	05/12/2010	182 00	5,511 21	0 00	5,170 55	340 66
COVIDIEN PUBLIC LIMITED COMPAN CMN (G2554F105)	10/28/2009	05/24/2010	305 00	12,741 93	0 00	12,908 53	(166 60)
COVIDIEN PUBLIC LIMITED COMPAN CMN (G2554F105)	01/19/2010	05/24/2010	48 00	2,005 29	0 00	2,334 88	(329 59)
NEWFIELD EXPLORATION CO CMN (651290108)	09/28/2009	05/21/2010	96 00	4,812 16	0 00	4,019 66	792 50
SCHLUMBERGER LTD CMN (806857108)	02/24/2010	05/21/2010	179 00	10,632 73	0 00	10,848 35	(215 62)
SCHLUMBERGER LTD CMN (806857108)	03/04/2010	05/21/2010	171 00	10,157 52	0 00	10,706 07	(548 55)
EOG RESOURCES INC CMN (26875P101)	07/20/2009	06/14/2010	57 00	6,217 08	0 00	4,061 28	2,155 80
EOG RESOURCES INC CMN (26875P101)	10/12/2009	06/14/2010	4 00	436 29	0 00	362 90	73 39
GENERAL MILLS INC CMN (370334104)	02/09/2010	06/15/2010	212 00	8,106 44	0 00	7,365 15	741 29
BED BATH & BEYOND INC CMN (075896100)	04/05/2010	06/17/2010	64 00	2,711 92	0 00	2,881 08	(169 16)
BED BATH & BEYOND INC CMN (075896100)	04/06/2010	06/17/2010	86 00	3,644 14	0 00	3,843 53	(199 38)
SUNTRUST BANKS INC \$1 00 PAR CMN (867914103)	02/02/2010	06/18/2010	159 00	4,164 35	0 00	3,850 26	314 09
SUNTRUST BANKS INC \$1 00 PAR CMN (867914103)	02/03/2010	06/18/2010	288 00	7,542 98	0 00	6,773 44	769 54
GENERAL ELECTRIC CO CMN (369604103)	12/23/2009	06/21/2010	441 00	7,172 32	0 00	6,790 61	381 71
WAL MART STORES INC CMN (931142103)	10/27/2009	06/21/2010	105 00	5,368 12	0 00	5,236 60	131 52
HALLIBURTON COMPANY CMN (406216101)	10/01/2009	06/23/2010	18 00	463 54	0 00	481 04	(17 49)
HALLIBURTON COMPANY CMN (406216101)	10/16/2009	06/23/2010	128 00	3,296 30	0 00	3,935 04	(638 74)
HALLIBURTON COMPANY CMN (406216101)	10/20/2009	06/23/2010	243 00	6,257 83	0 00	7,495 08	(1,237 26)
HALLIBURTON COMPANY CMN (406216101)	01/19/2010	06/23/2010	4 00	103 01	0 00	137 93	(34 92)
RANGE RESOURCES CORPORATION CMN (75281A109)	01/15/2010	06/25/2010	33 00	1,436 76	0 00	1,737 51	(300 75)
RANGE RESOURCES CORPORATION CMN (75281A109)	01/19/2010	06/25/2010	47 00	2,046 29	0 00	2,472 59	(426 29)
EOG RESOURCES INC CMN (26875P101)	10/12/2009	06/30/2010	44 00	4,395 38	0 00	3,991 91	404 47
EOG RESOURCES INC CMN (26875P101)	01/19/2010	06/30/2010	30 00	2,997 53	0 00	2,913 66	83 87
EOG RESOURCES INC CMN (26875P101)	02/11/2010	06/30/2010	55 00	5,495 48	0 00	4,971 87	523 61
EOG RESOURCES INC CMN (26875P101)	05/10/2010	06/30/2010	65 00	6,494 65	0 00	6,885 80	(391 15)

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Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total Accretion (Amortization)	Cost Basis *	Total Gain (Loss)
CBS CORPORATION CMN CLASS B (124857202)	03/08/2010	07/01/2010	450.00	5,737.34	0.00	6,619.38	(882.04)
BED BATH & BEYOND INC CMN (075896100)	04/06/2010	07/02/2010	240.00	8,680.13	0.00	10,726.12	(2,045.99)
HALLIBURTON COMPANY CMN (406216101)	01/19/2010	08/12/2010	131.00	3,703.53	0.00	4,517.20	(813.67)
HALLIBURTON COMPANY CMN (406216101)	04/29/2010	08/12/2010	53.00	1,498.37	0.00	1,757.47	(259.10)
ORACLE CORPORATION CMN (68389X105)	12/24/2009	08/18/2010	241.00	5,535.20	0.00	6,000.79	(465.59)
CBS CORPORATION CMN CLASS B (124857202)	03/08/2010	08/26/2010	344.00	4,703.67	0.00	5,060.15	(356.48)
CBS CORPORATION CMN CLASS B (124857202)	03/08/2010	08/27/2010	358.00	4,905.64	0.00	5,266.09	(360.45)
CBS CORPORATION CMN CLASS B (124857202)	04/08/2010	08/27/2010	346.00	4,741.20	0.00	5,148.95	(407.75)
CBS CORPORATION CMN CLASS B (124857202)	04/09/2010	08/27/2010	105.00	1,438.80	0.00	1,583.61	(144.81)
STAPLES, INC CMN (855030102)	01/19/2010	09/03/2010	121.00	2,299.20	0.00	3,040.07	(740.87)
HALLIBURTON COMPANY CMN (406216101)	04/29/2010	09/28/2010	151.00	4,904.26	0.00	5,007.14	(102.88)
HALLIBURTON COMPANY CMN (406216101)	05/27/2010	09/28/2010	22.00	714.53	0.00	587.34	127.19
W R BERKLEY CORPORATION CMN (084423102)	01/19/2010	09/30/2010	108.00	2,919.41	0.00	2,682.72	236.69
WAL MART STORES INC CMN (931142103)	10/27/2009	10/08/2010	25.00	1,354.01	0.00	1,246.81	107.20
WAL MART STORES INC CMN (931142103)	10/27/2009	10/11/2010	51.00	2,784.21	0.00	2,543.49	240.72
WAL MART STORES INC CMN (931142103)	10/27/2009	10/12/2010	31.00	1,673.07	0.00	1,546.04	127.03
WAL MART STORES INC CMN (931142103)	01/19/2010	10/12/2010	33.00	1,781.01	0.00	1,781.34	(0.33)
WAL MART STORES INC CMN (931142103)	04/30/2010	10/12/2010	116.00	6,260.53	0.00	6,260.93	(0.40)
ORACLE CORPORATION CMN (68389X105)	12/24/2009	10/22/2010	164.00	4,746.69	0.00	4,083.53	663.16
ORACLE CORPORATION CMN (68389X105)	12/28/2009	10/22/2010	447.00	12,937.61	0.00	11,134.93	1,802.68
ORACLE CORPORATION CMN (68389X105)	01/19/2010	10/22/2010	133.00	3,849.45	0.00	3,384.85	464.60
AMGEN INC CMN (031162100)	09/03/2010	11/11/2010	299.00	16,331.43	0.00	15,778.95	552.48
CISCO SYSTEMS, INC CMN (17275R102)	01/19/2010	11/19/2010	174.00	3,402.26	0.00	4,313.50	(911.24)
DEL MONTE FOODS COMPANY CMN (24522P103)	10/08/2010	11/19/2010	181.00	3,113.23	0.00	2,443.38	669.85
DEL MONTE FOODS COMPANY CMN (24522P103)	10/11/2010	11/19/2010	533.00	9,167.70	0.00	7,249.52	1,918.18
DEL MONTE FOODS COMPANY CMN (24522P103)	10/12/2010	11/19/2010	33.00	567.61	0.00	446.86	120.74
DEL MONTE FOODS COMPANY CMN (24522P103)	10/12/2010	11/26/2010	216.00	4,052.69	0.00	2,924.93	1,127.76

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DEL MONTE FOODS COMPANY CMN (24522P103)	10/15/2010	11/26/2010	551 00	10,338 11	0 00	8,250 05	2,088 06
DEL MONTE FOODS COMPANY CMN (24522P103)	10/18/2010	11/26/2010	546 00	10,244 30	0 00	8,177 59	2,066 71
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/10/2010	12/03/2010	201 00	7,218 30	0 00	6,514 58	703 72
HALLIBURTON COMPANY CMN (406216101)	05/27/2010	12/21/2010	449 00	18,105 43	0 00	11,987 08	6,118 35
HALLIBURTON COMPANY CMN (406216101)	10/21/2010	12/21/2010	162 00	6,532 47	0 00	5,463 35	1,069 12
EMERSON ELECTRIC CO CMN (291011104)	01/19/2010	12/27/2010	65 00	3,714 85	0 00	2,886 94	827 91
NET SHORT TERM GAINS (LOSSES)				678,640.16	0.00	617,913.28	60,726.87

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total Accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
GENERAL MILLS INC CMN (370334104)	12/12/2008	01/06/2010	13 00	920 32	0 00	786 76	133 56
GENERAL MILLS INC CMN (370334104)	12/15/2008	01/06/2010	25 00	1,769 84	0 00	1,507 24	262 60
BOEING COMPANY CMN (097023105)	08/14/2008	02/22/2010	55 00	3,525 90	0 00	3,589 30	(62 40)
BOEING COMPANY CMN (097023105)	09/03/2008	02/22/2010	18 00	1,154 26	0 00	1,186 29	(32 03)
JOHNSON & JOHNSON CMN (478160104)	08/14/2008	02/23/2010	78 00	4,942 33	0 00	5,595 72	(653 39)
JOHNSON & JOHNSON CMN (478160104)	10/27/2008	02/23/2010	22 00	1,393 99	0 00	1,365 10	28 89
FIRSTENERGY CORP CMN (337932107)	08/14/2008	02/26/2010	160 00	6,198 17	0 00	11,230 40	(5,032 23)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	08/14/2008	03/08/2010	13 00	698 87	0 00	568 10	130 77
THE TRAVELERS COMPANIES, INC CMN (89417E109)	01/22/2009	03/08/2010	40 00	2,150 36	0 00	1,574 59	575 77
BOEING COMPANY CMN (097023105)	09/03/2008	03/16/2010	4 00	274 35	0 00	263 62	10 73
BOEING COMPANY CMN (097023105)	09/04/2008	03/16/2010	15 00	1,028 81	0 00	970 83	57 98
BOEING COMPANY CMN (097023105)	10/13/2008	03/16/2010	21 00	1,440 33	0 00	947 40	492 93
BOEING COMPANY CMN (097023105)	10/14/2008	03/16/2010	10 00	685 87	0 00	480 48	205 39
HEWLETT-PACKARD CO CMN (428236103)	08/14/2008	03/22/2010	95 00	4,992 91	0 00	4,333 74	659 16
EOG RESOURCES INC CMN (26875P101)	04/30/2009	06/14/2010	36 00	3,926 58	0 00	2,385 66	1,540 92
BOEING COMPANY CMN (097023105)	04/30/2009	07/01/2010	57 00	3,541 34	0 00	2,370 43	1,170 91

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SPRINT NEXTEL CORPORATION CMN (852061100)	08/14/2008	07/23/2010	1,172.00	5,497.81	0.00	10,501.12	(5,003.31)
SPRINT NEXTEL CORPORATION CMN (852061100)	04/30/2009	07/23/2010	672.00	3,152.33	0.00	2,909.49	242.84
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/25/2009	07/28/2010	63.00	4,979.48	0.00	4,104.14	875.34
BIODEN IDEC INC CMN (09062X103)	04/30/2009	07/30/2010	88.00	4,891.12	0.00	4,148.32	742.80
AFLAC INCORPORATED CMN (001055102)	05/07/2009	08/13/2010	112.00	5,365.96	0.00	3,737.31	1,628.65
STAPLES, INC CMN (855030102)	04/30/2009	09/03/2010	233.00	4,427.38	0.00	4,907.91	(480.53)
STAPLES, INC CMN (855030102)	06/01/2009	09/03/2010	297.00	5,643.49	0.00	6,443.86	(800.37)
STAPLES, INC CMN (855030102)	08/05/2009	09/03/2010	247.00	4,693.41	0.00	5,193.59	(500.18)
EMERSON ELECTRIC CO CMN (291011104)	04/21/2009	09/27/2010	69.00	3,684.64	0.00	2,195.07	1,488.57
EMERSON ELECTRIC CO CMN (291011104)	04/30/2009	09/27/2010	51.00	2,723.43	0.00	1,782.61	940.82
ENTERGY CORPORATION CMN (29364G103)	08/14/2008	09/28/2010	57.00	4,396.71	0.00	5,666.94	(1,270.23)
ENTERGY CORPORATION CMN (29364G103)	04/30/2009	09/28/2010	23.00	1,774.11	0.00	1,495.95	278.16
W R BERKLEY CORPORATION CMN (084423102)	04/08/2009	09/28/2010	38.00	1,020.25	0.00	896.53	123.72
W R BERKLEY CORPORATION CMN (084423102)	04/09/2009	09/28/2010	88.00	2,308.98	0.00	2,058.63	250.35
W R BERKLEY CORPORATION CMN (084423102)	04/30/2009	09/28/2010	205.00	5,503.97	0.00	4,947.80	556.17
W R BERKLEY CORPORATION CMN (084423102)	04/30/2009	09/29/2010	110.00	2,956.73	0.00	2,654.92	301.81
W R BERKLEY CORPORATION CMN (084423102)	06/15/2009	09/29/2010	270.00	7,257.42	0.00	6,066.93	1,190.49
W R BERKLEY CORPORATION CMN (084423102)	06/15/2009	09/30/2010	4.00	108.13	0.00	89.88	18.25
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/25/2009	10/21/2010	30.00	2,364.49	0.00	1,954.35	410.14
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/26/2009	10/21/2010	49.00	3,862.00	0.00	3,169.38	692.62
BAXTER INTERNATIONAL INC CMN (071813109)	08/14/2008	10/27/2010	115.00	5,821.21	0.00	8,048.85	(2,227.64)
BAXTER INTERNATIONAL INC CMN (071813109)	04/30/2009	10/27/2010	59.00	2,986.53	0.00	2,938.27	48.26
AFLAC INCORPORATED CMN (001055102)	05/07/2009	11/19/2010	120.00	6,508.08	0.00	4,004.26	2,503.82
BIODEN IDEC INC CMN (09062X103)	04/30/2009	11/19/2010	18.00	1,168.39	0.00	848.52	319.87
BIODEN IDEC INC CMN (09062X103)	08/03/2009	11/19/2010	47.00	3,050.81	0.00	2,262.08	788.73
BIODEN IDEC INC CMN (09062X103)	08/04/2009	11/19/2010	25.00	1,622.77	0.00	1,211.16	411.61
CISCO SYSTEMS, INC CMN (17275R102)	08/19/2009	11/19/2010	253.00	4,946.96	0.00	5,392.24	(445.28)

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CISCO SYSTEMS, INC CMN (17275R102)	09/30/2009	11/19/2010	265 00	5,181 60	0 00	6,286 33	(1,104 73)
CISCO SYSTEMS, INC CMN (17275R102)	10/01/2009	11/19/2010	376 00	7,352 00	0 00	8,746 26	(1,394 26)
HONEYWELL INTL INC CMN (438516106)	09/18/2008	11/19/2010	71 00	3,507 09	0 00	3,090 61	416 48
HONEYWELL INTL INC CMN (438516106)	12/30/2008	11/19/2010	44 00	2,173 41	0 00	1,413 79	759 62
HONEYWELL INTL INC CMN (438516106)	04/30/2009	11/19/2010	1 00	49 40	0 00	31 93	17 47
THE BANK OF NY MELLON CORP CMN (064058100)	10/22/2009	11/19/2010	211 00	5,839 90	0 00	6,108 90	(269 00)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	04/30/2009	11/19/2010	129 00	7,145 39	0 00	5,210 59	1,934 80
THE BANK OF NY MELLON CORP CMN (064058100)	10/22/2009	12/13/2010	161 00	4,690 18	0 00	4,661 30	28 89
EMERSON ELECTRIC CO CMN (291011104)	04/30/2009	12/23/2010	94 00	5,399 69	0 00	3,285 59	2,114 10
EMERSON ELECTRIC CO CMN (291011104)	08/05/2009	12/23/2010	178 00	10,224 95	0 00	6,223 18	4,001 77
EMERSON ELECTRIC CO CMN (291011104)	08/05/2009	12/27/2010	30 00	1,714 54	0 00	1,048 85	665 69
NET LONG TERM GAINS (LOSSES)				194,639.97	0.00	184,894.10	9,745.87

THE ANN AND MONROE CARELL FOUNDATION

EIN: 58-1537831

CAPITAL GAINS AND LOSSES - ATTACHMENT 3

Tax Year

Account No

Legal Name

2010 003-52434-5 THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total Accretion (Amortization)	Cost Basis *	Total Gain (Loss)
CME GROUP INC CMN CLASS A (12572Q105)	02/19/2009	01/07/2010	6 00	2,046 16	0 00	1,108 28	937 88
CME GROUP INC CMN CLASS A (12572Q105)	03/17/2009	01/07/2010	6 00	2,046 16	0 00	1,243 62	802 54
CME GROUP INC CMN CLASS A (12572Q105)	04/30/2009	01/07/2010	3 00	1,023 08	0 00	701 89	321 19
TARGET CORPORATION CMN (87612E106)	04/30/2009	01/07/2010	54 00	2,709 47	0 00	2,202 90	506 57
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	04/30/2009	01/07/2010	6 00	344 63	0 00	265 89	78 73
ORACLE CORPORATION CMN (68389X105)	04/21/2009	01/15/2010	141 00	3,549 41	0 00	2,744 89	804 52
SCHLUMBERGER LTD CMN (806857108)	03/13/2009	01/15/2010	33 00	2,336 58	0 00	1,303 89	1,032 69
SUNCOR ENERGY INC CMN (867224107)	04/30/2009	01/15/2010	74 00	2,662 08	0 00	1,935 69	726 39
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	03/12/2009	02/05/2010	35 00	907 47	0 00	530 36	377 11
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	04/30/2009	02/05/2010	515 00	13,352 76	0 00	12,241 07	1,111 69
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	01/19/2010	02/05/2010	87 00	2,255 71	0 00	2,561 28	(305 57)
VISA INC CMN CLASS A (92826C839)	04/24/2009	02/05/2010	28 00	2,296 84	0 00	1,681 52	615 32
VISA INC CMN CLASS A (92826C839)	04/30/2009	02/05/2010	82 00	6,726 45	0 00	5,403 20	1,323 25
VISA INC CMN CLASS A (92826C839)	04/30/2009	02/09/2010	93 00	7,747 10	0 00	6,128 02	1,619 08
VISA INC CMN CLASS A (92826C839)	01/19/2010	02/09/2010	30 00	2,499 07	0 00	2,623 38	(124 31)
SUNCOR ENERGY INC CMN (867224107)	04/30/2009	02/24/2010	416 00	12,175 28	0 00	10,881 73	1,293 55
SUNCOR ENERGY INC CMN (867224107)	01/19/2010	02/24/2010	67 00	1,960 92	0 00	2,371 80	(410 88)
CB RICHARD ELLIS GROUP, INC CMN CLASS A (12497T101)	04/30/2009	04/07/2010	186 00	3,025 90	0 00	1,377 03	1,648 87
PEOPLES UNITED FINANCIAL INC CMN (712704105)	08/05/2009	04/07/2010	442 00	7,017 37	0 00	7,499 59	(482 22)
PEOPLES UNITED FINANCIAL INC CMN (712704105)	08/06/2009	04/07/2010	97 00	1,540 01	0 00	1,636 34	(96 33)
PEOPLES UNITED FINANCIAL INC CMN (712704105)	08/11/2009	04/07/2010	187 00	2,968 89	0 00	3,148 17	(179 28)

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REALIZED GAINS AND LOSSES (Continued)

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ¹	Total Accretion (Amortization)	Cost Basis ²	Total Gain (Loss)
PEOPLES UNITED FINANCIAL INC CMN (712704105)	01/19/2010	04/07/2010	122.00	1,936.92	0.00	2,041.06	(104.14)
LOWES COMPANIES INC CMN (548661107)	04/30/2009	04/12/2010	67.00	1,703.35	0.00	1,469.52	233.83
TARGET CORPORATION CMN (87612E106)	04/30/2009	04/12/2010	30.00	1,674.82	0.00	1,223.83	450.99
WESTERN UNION COMPANY (THE) CMN (959802109)	04/30/2009	04/12/2010	174.00	3,038.55	0.00	3,013.28	25.27
ST JUDE MEDICAL INC CMN (790849103)	04/30/2009	04/14/2010	54.00	2,280.41	0.00	1,856.82	423.59
WESTERN UNION COMPANY (THE) CMN (959802109)	01/19/2010	05/04/2010	181.00	3,213.19	0.00	3,524.46	(311.27)
EXPRESS SCRIPTS COMMON CMN (302182100)	06/09/2009	05/13/2010	29.00	3,017.24	0.00	1,852.53	1,164.71
EXPRESS SCRIPTS COMMON CMN (302182100)	07/29/2009	05/13/2010	4.00	416.17	0.00	285.87	130.30
OCCIDENTAL PETROLEUM CORP CMN (674599105)	10/05/2009	06/02/2010	26.00	2,096.53	0.00	1,963.56	132.97
BROADCOM CORP CL-A CMN CLASS A (111320107)	06/09/2009	06/04/2010	290.00	9,771.75	0.00	7,938.08	1,833.67
BROADCOM CORP CL-A CMN CLASS A (111320107)	07/24/2009	06/21/2010	65.00	2,306.50	0.00	1,713.64	592.86
BIOGEN IDEC INC CMN (09062X103)	12/31/2009	07/06/2010	109.00	5,333.55	0.00	5,839.85	(506.30)
EXPRESS SCRIPTS COMMON CMN (302182100)	07/29/2009	07/26/2010	186.00	8,006.41	0.00	6,646.51	1,359.90
EXPRESS SCRIPTS COMMON CMN (302182100)	08/21/2009	07/26/2010	136.00	5,854.15	0.00	4,804.13	1,050.02
EXPRESS SCRIPTS COMMON CMN (302182100)	01/19/2010	07/26/2010	64.00	2,754.90	0.00	2,924.48	(169.59)
TARGET CORPORATION CMN (87612E106)	01/19/2010	08/02/2010	60.00	3,099.17	0.00	3,020.85	78.32
ALTERA CORP CMN (021441100)	03/01/2010	09/30/2010	642.00	19,494.88	0.00	15,966.15	3,528.73
AVON PRODUCTS INC CMN (054303102)	05/07/2010	10/12/2010	118.00	4,016.73	0.00	3,380.53	636.20
HALLIBURTON COMPANY CMN (406216101)	12/21/2009	11/04/2010	192.00	6,229.11	0.00	5,826.42	402.69
BIOGEN IDEC INC CMN (09062X103)	12/31/2009	11/05/2010	159.00	9,862.10	0.00	8,518.69	1,343.41
BIOGEN IDEC INC CMN (09062X103)	01/04/2010	11/05/2010	79.00	4,900.04	0.00	4,250.17	649.87
BIOGEN IDEC INC CMN (09062X103)	01/19/2010	11/05/2010	56.00	3,473.44	0.00	3,087.61	385.83
NET SHORT TERM GAINS (LOSSES)				185,671.25	0.00	160,738.58	24,932.65

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REALIZED GAINS AND LOSSES (Continued)

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total Accrual (Amortization)	Cost Basis *	Total Gain (Loss)
QUALCOMM INC CMN (747525103)	08/14/2008	01/04/2010	154.00	7,266.68	0.00	8,676.36	(1,409.68)
VISA INC CMN CLASS A (92826C839)	08/14/2008	01/04/2010	51.00	4,511.95	0.00	3,832.85	679.10
CME GROUP INC CMN CLASS A (12572Q105)	08/27/2008	01/07/2010	2.00	682.05	0.00	652.34	29.71
TARGET CORPORATION CMN (87612E106)	08/14/2008	01/07/2010	60.00	3,010.52	0.00	3,015.00	(4.48)
TARGET CORPORATION CMN (87612E106)	08/21/2008	01/07/2010	46.00	2,308.06	0.00	2,311.62	(3.56)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	08/14/2008	01/07/2010	93.00	5,341.74	0.00	4,400.76	940.98
SCHLUMBERGER LTD CMN (806857108)	08/14/2008	01/15/2010	14.00	991.27	0.00	1,302.42	(311.15)
SUNCOR ENERGY INC CMN (867224107)	08/14/2008	01/15/2010	88.00	3,165.71	0.00	4,565.60	(1,399.89)
EQUINIX INC CMN (29444U502)	08/14/2008	01/19/2010	26.00	2,667.26	0.00	2,030.61	636.65
VISA INC CMN CLASS A (92826C839)	08/14/2008	02/05/2010	9.00	738.27	0.00	676.39	61.88
CB RICHARD ELLIS GROUP, INC CMN CLASS A (12497T101)	09/19/2008	03/25/2010	358.00	5,149.70	0.00	5,280.30	(130.60)
CB RICHARD ELLIS GROUP, INC CMN CLASS A (12497T101)	09/19/2008	04/07/2010	52.00	845.95	0.00	766.97	78.98
JOHNSON & JOHNSON CMN (478160104)	10/02/2008	04/12/2010	24.00	1,560.17	0.00	1,628.39	(68.22)
MICROSOFT CORPORATION CMN (594918104)	08/14/2008	04/12/2010	170.00	5,158.46	0.00	4,800.80	357.66
WESTERN UNION COMPANY (THE) CMN (959802109)	08/14/2008	04/12/2010	202.00	3,527.51	0.00	5,639.84	(2,112.33)
CHARLES SCHWAB CORPORATION CMN (808513105)	08/14/2008	04/14/2010	181.00	3,501.09	0.00	4,092.41	(591.32)
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/11/2009	04/14/2010	50.00	3,145.68	0.00	2,569.28	576.40
WESTERN UNION COMPANY (THE) CMN (959802109)	04/30/2009	05/03/2010	468.00	8,522.62	0.00	8,104.68	417.94
WESTERN UNION COMPANY (THE) CMN (959802109)	04/30/2009	05/04/2010	308.00	5,467.75	0.00	5,333.85	133.90
TARGET CORPORATION CMN (87612E106)	04/30/2009	06/02/2010	25.00	1,343.27	0.00	1,019.86	323.41
THERMO FISHER SCIENTIFIC INC CMN (883556102)	04/30/2009	06/02/2010	40.00	2,034.55	0.00	1,424.54	610.01
BROADCOM CORP CL-A CMN CLASS A (111320107)	06/09/2009	06/21/2010	150.00	5,322.69	0.00	4,105.91	1,216.79
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/11/2009	06/22/2010	12.00	734.21	0.00	616.63	117.58
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/24/2009	06/22/2010	13.00	795.39	0.00	642.01	153.38
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	03/12/2009	06/22/2010	21.00	1,284.86	0.00	948.04	336.82
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	04/03/2009	06/22/2010	36.00	2,202.62	0.00	1,777.02	425.60
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	04/30/2009	06/22/2010	32.00	1,957.88	0.00	1,567.14	390.75

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REALIZED GAINS AND LOSSES (Continued)

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total Accretion (Amortization)	Cost Basis *	Total Gain (Loss)
ORACLE CORPORATION CMN (68389X105)	04/21/2009	06/28/2010	53.00	1,194.88	0.00	1,031.77	163.12
ORACLE CORPORATION CMN (68389X105)	04/24/2009	06/28/2010	85.00	1,916.32	0.00	1,708.16	208.16
ORACLE CORPORATION CMN (68389X105)	04/30/2009	06/28/2010	117.00	2,637.76	0.00	2,330.31	307.45
THERMO FISHER SCIENTIFIC INC CMN (883556102)	04/30/2009	06/28/2010	33.00	1,690.96	0.00	1,175.25	515.72
THERMO FISHER SCIENTIFIC INC CMN (883556102)	05/04/2009	06/28/2010	87.00	4,458.00	0.00	3,231.65	1,226.35
APPLE, INC CMN (037833100)	01/15/2009	07/21/2010	41.00	10,619.42	0.00	3,323.85	7,295.58
BROADCOM CORP CL-A CMN CLASS A (111320107)	07/24/2009	08/02/2010	81.00	2,951.80	0.00	2,135.46	816.34
TARGET CORPORATION CMN (87612E106)	04/30/2009	08/02/2010	316.00	16,322.31	0.00	12,891.03	3,431.28
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	04/30/2009	08/04/2010	76.00	4,573.25	0.00	3,721.95	851.30
MICROSOFT CORPORATION CMN (594918104)	08/14/2008	09/03/2010	129.00	3,132.27	0.00	3,642.96	(510.69)
MICROSOFT CORPORATION CMN (594918104)	04/30/2009	09/03/2010	212.00	5,147.60	0.00	4,449.88	697.72
AMERICAN TOWER CORPORATION CMN CLASS A (029912201)	08/14/2008	10/04/2010	130.00	6,624.85	0.00	5,557.50	1,067.35
EQUINIX INC CMN (29444U502)	08/14/2008	10/06/2010	65.00	4,571.24	0.00	5,076.53	(505.29)
CB RICHARD ELLIS GROUP, INC CMN CLASS A (12497T101)	04/30/2009	10/14/2010	304.00	5,892.51	0.00	2,250.64	3,641.88
BAXTER INTERNATIONAL INC CMN (071813109)	08/14/2008	10/15/2010	10.00	491.26	0.00	699.90	(208.64)
BAXTER INTERNATIONAL INC CMN (071813109)	03/30/2009	10/15/2010	49.00	2,407.19	0.00	2,473.73	(66.54)
BAXTER INTERNATIONAL INC CMN (071813109)	04/30/2009	10/15/2010	77.00	3,782.73	0.00	3,834.69	(51.97)
JOHNSON & JOHNSON CMN (478160104)	10/02/2008	12/10/2010	61.00	3,797.24	0.00	4,138.83	(341.59)
JOHNSON & JOHNSON CMN (478160104)	10/10/2008	12/10/2010	36.00	2,240.99	0.00	1,999.40	241.59
JOHNSON & JOHNSON CMN (478160104)	04/30/2009	12/10/2010	35.00	2,178.74	0.00	1,824.88	353.86
OCCIDENTAL PETROLEUM CORP CMN (674599105)	10/05/2009	12/10/2010	70.00	6,495.66	0.00	5,286.51	1,209.15
HALLIBURTON COMPANY CMN (406216101)	12/21/2009	12/29/2010	62.00	2,489.03	0.00	1,881.45	607.58
SCHLUMBERGER LTD CMN (806657108)	03/13/2009	12/29/2010	3.00	248.41	0.00	118.54	129.88
SCHLUMBERGER LTD CMN (806657108)	04/30/2009	12/29/2010	32.00	2,649.75	0.00	1,607.24	1,042.50
NET LONG TERM GAINS (LOSSES)				181,752.08	0.00	158,173.73	23,578.40

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

SOURCE	AMOUNT
US BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #52431-1	238,878.	14,762.	224,116.
GOLDMAN SACHS #52432-9	928.	0.	928.
GOLDMAN SACHS #52433-7	15,715.	0.	15,715.
GOLDMAN SACHS #52434-5	12,122.	0.	12,122.
GOLDMAN SACHS #52484-0	651.	0.	651.
TOTAL TO FM 990-PF, PART I, LN 4	268,294.	14,762.	253,532.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	3,320.	0.		3,320.
TO FORM 990-PF, PG 1, LN 16B	3,320.	0.		3,320.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	31,058.	31,058.		0.
TO FORM 990-PF, PG 1, LN 16C	31,058.	31,058.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES GOLDMAN SACHS	180.	180.		0.
TN SEC OF STATE ANNUAL REPORT	40.	40.		0.
TO FORM 990-PF, PG 1, LN 18	220.	220.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	138.	138.		0.
TO FORM 990-PF, PG 1, LN 23	138.	138.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	1,631,036.	1,763,308.
GOLDMAN SACHS #52433-7	1,012,926.	1,170,620.
GOLDMAN SACHS #52434-5	963,755.	1,161,792.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,607,717.	4,095,720.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	2,942,145.	3,139,872.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,942,145.	3,139,872.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST 3641370	COST	0.	0.
GOLDMAN SACHS #52431-1	COST	135,000.	132,099.
TOTAL TO FORM 990-PF, PART II, LINE 13		135,000.	132,099.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CATHOLIC FOUNDATION 2400 21ST AVE S NASHVILLE, TN 372125387	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	500.
CHEEKWOOD BOTANICAL GARDEN & MUSEUM OF ART 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	2,350.
DIOCESE OF NASHVILLE 2400 21ST AVENUE SOUTH NASHVILLE, TN 372125387	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	51,500.
EASTER SEALS 4004 HILLSBORO PIKE NASHVILLE, TN 37215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	20,000.
EVE OF JANUS BENEFIT 2525 WEST END AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.
FRIST CENTER FOR VISUAL ARTS 919 BROADWAY NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	5,000.
HARPETH HALL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	15,000.

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MONTGOMERY BELL ACADEMY 4001 WEST END AVENUE NASHVILLE, TN 37205-1998	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,500.
NASHVILLE PUBLIC LIBRARY FOUNDATION 615 CHURCH ST NASHVILLE, TN 37219	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,500.
NASHVILLE PUBLIC TELEVISION 161 RAINS AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	15,000.
SADDLE UP 1549 OLD HILLSBORO ROAD FRANKLIN, TN 370699136	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
FIFTY FORWARD 174 RAINS AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	2,500.
ST. CECILIA CONGREGATION 801 DOMINICAN DRIVE NASHVILLE, TN 37228	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	15,000.
ST. EDWARD CHURCH 188 THOMPSON LANE NASHVILLE, TN 37211-2463	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	10,000.
STEPHENS COLLEGE 1200 EAST BROADWAY COLUMBIA, MO 65215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	5,000.
SWAN BALL 3630 REDMON STREET NASHVILLE, TN 372094827	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	10,000.
VANDERBILT MEDICAL CENTER - LIFELIGHT 1211 MEDICAL CENTER DRIVE NASHVILLE, TN 37232-7430	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.

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WARNER PARK FRIENDS 50 VAUGHN RD NASHVILLE, TN 37221	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
BOY SCOUTS OF AMERICA 3414 HILLSBORO PIKE NASHVILLE, TN 37215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	2,500.
NASHVILLE ZOO 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.
SEXUAL ASSAULT CENTER 101 FRENCH LANDING DR. NASHVILLE, TN 37228	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.
SHADE TREE CLINIC 222 GRACE STREET NASHVILLE, TN 37207-5802	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

163,350.