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

**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: **CARLTON FOUNDATION 4655000249** A Employer identification number: **58-1947471**

Number and street (or P O box number if mail is not delivered to street address): **REGIONS BANK TRUST DEPT. P O BOX 2886** Room/suite: Room/suite  
 B Telephone number (see page 10 of the instructions): **(251) 690-1024**

City or town, state, and ZIP code: **MOBILE, AL 36652-2886**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **573,937.** J Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here   
 D 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation   
 E If private foundation status was terminated under section 507(b)(1)(A), check here   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

|   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments  | 54                                 | 54                        |                         | STMT 1  |
| 4 Dividends and interest from securities  | 12,227                             | 11,629                    |                         | STMT 2  |
| 5a Gross rents  |                                    |                           |                         |   |
| b Net rental income or (loss)   |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10                                      | 27,589                             |                           |                         |   |
| b Gross sales price for all assets on line 6a   | 598,250                            |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |                                    | 27,589                    |                         |   |
| 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)   | 39,870                             | 39,272                    |                         |   |
| 13 Compensation of officers, directors, trustees, etc.  | 11,613                             | 9,291                     |                         | 2,323   |
| 14 Other employee salaries and wages  |                                    | NONE                      | NONE                    |   |
| 15 Pension plans, employee benefits   |                                    | NONE                      | NONE                    |   |
| 16a Legal fees (attach schedule) STMT 3   | 950                                | 950                       | NONE                    | NONE  |
| b Accounting fees (attach schedule) STMT 4  | 1,825                              | NONE                      | NONE                    | 1,825   |
| c Other professional fees (attach schedule)   |                                    |                           |                         |   |
| 17 Interest   |                                    |                           |                         |   |
| 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5                           | 2                                  | 98                        |                         |   |
| 19 Depreciation (attach schedule) and depletion   |                                    |                           |                         |   |
| 20 Occupancy  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |                                    | NONE                      | NONE                    |   |
| 22 Printing and publications  |                                    | NONE                      | NONE                    |   |
| 23 Other expenses (attach schedule)   |                                    |                           |                         |   |
| 24 Total operating and administrative expenses. Add lines 13 through 23                       | 14,390                             | 10,339                    | NONE                    | 4,148   |
| 25 Contributions, gifts, grants paid  | 23,500                             |                           |                         | 23,500  |
| 26 Total expenses and disbursements Add lines 24 and 25                                       | 37,890                             | 10,339                    | NONE                    | 27,648  |
| 27 Subtract line 26 from line 12  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   | 1,980                              |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |                                    | 28,933                    |                         |   |
| c Adjusted net income (if negative, enter -0-)  |                                    |                           |                         |   |

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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  |                |                       |          |
|                             | 2  | Savings and temporary cash investments   | 36,127.        | 21,569.               | 21,569.  |
|                             | 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)   |                | 90,880.               | 92,008.  |
|                             | b  | Investments - corporate stock (attach schedule)  | 502,691.       | 275,372.              | 304,344. |
|                             | c  | Investments - corporate bonds (attach schedule)  |                | 153,095.              | 156,016. |
|                             | 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 )   |  |                |                       |          |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)                                | 538,818.   | 540,916.       | 573,937.              |          |
| 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 (attach schedule)  |                |                       |          |
|                             | 22   | Other liabilities (describe )  |                |                       |          |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22)   |  |                |                       |          |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/> |  |                |                       |          |
|                             | 24   | Unrestricted   |                |                       |          |
|                             | 25   | Temporarily restricted   |                |                       |          |
|                             | 26   | Permanently restricted   |                |                       |          |
|                             | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>   |  |                |                       |          |
|                             | 27   | Capital stock, trust principal, or current funds   | 538,818.       | 540,916.              |          |
|                             | 28   | Paid-in or capital surplus, or land, bldg, and equipment fund  |                |                       |          |
| 29                          | Retained earnings, accumulated income, endowment, or other funds   |  |                |                       |          |
| 30                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions)   | 538,818.   | 540,916.       |                       |          |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)  | 538,818.   | 540,916.       |                       |          |

| 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) | 1 538,818. |
| 2   | Enter amount from Part I, line 27a   | 2 1,980.   |
| 3   | Other increases not included in line 2 (itemize) SEE STATEMENT 13  | 3 123.     |
| 4   | Add lines 1, 2, and 3  | 4 540,921. |
| 5   | Decreases not included in line 2 (itemize) SEE STATEMENT 14  | 5 5.       |
| 6   | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30   | 6 540,916. |

**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<br>P-Purchase<br>D-Donation  | (c) Date acquired<br>(mo, day, yr)   | (d) Date sold<br>(mo, day, yr) |
|--|--|---|--|--------------------------------|
| 1a SEE PART IV DETAIL  |  |   |  |                                |
| b  |  |   |  |                                |
| c  |  |   |  |                                |
| d  |  |   |  |                                |
| e  |  |   |  |                                |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                     | (h) Gain or (loss)<br>(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  |  |   | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |                                |
| (i) FMV as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col. (j), if any                                      |  |                                |
| a  |  |   |  |                                |
| b  |  |   |  |                                |
| c  |  |   |  |                                |
| d  |  |   |  |                                |
| e  |  |   |  |                                |
| 2 Capital gain net income or (net capital loss)  |  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2  | 27,589.                        |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---|--|--|---|
| 2009  | 36,678.                                  | 565,479.                                     | 0.06486182511   |
| 2008  | 29,939.                                  | 608,877.                                     | 0.04917085060   |
| 2007  | 31,845.                                  | 683,796.                                     | 0.04657090711   |
| 2006  | 32,345.                                  | 647,965.                                     | 0.04991781964   |
| 2005  | 31,345.                                  | 634,167.                                     | 0.04942704367   |
| 2 Total of line 1, column (d)   |  |  | 2 0.25994844613   |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years  |  |  | 3 0.05198968923   |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5  |  |  | 4 557,986.  |
| 5 Multiply line 4 by line 3   |  |  | 5 29,010.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  |  |  | 6 289.  |
| 7 Add lines 5 and 6   |  |  | 7 29,299.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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 27,648.   |

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

Table with 11 rows for excise tax calculations. Includes sub-tables for 6a-6d (Credits/Payments) and 10 (Overpayment). Total amount owed is 143, refunded 143.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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 N/A
14 The books are in care of REGION BANK TRUST DEPT Telephone no. (251) 690-1024
Located at 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP + 4 36602
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 X
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

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? . . . . . Yes X No
If "Yes," list the years
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) . . . . . 2b X
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 X 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) . . . . . 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

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

|    |  |  |   |
|----|--|--|---|
|    |  |  |   |
| 5b |  |  |   |
| 6b |  |  | X |
| 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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 16     |   | 11,613                                    | -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 |
|---|---|------------------|---|---------------------------------------|
| NONE  |   | NONE             | NONE  | NONE                                  |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000  NONE

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

| <b>3 Five highest-paid independent contractors for professional services</b> (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 |
| NONE   |                     | NONE             |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
|  |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services</b> . . . . .  |                     | NONE             |

**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 NONE  |          |
| 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   |        |
| <b>Total.</b> Add lines 1 through 3 . . . . .  |        |

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

|          |  |           |          |
|----------|--|-----------|----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:              |           |          |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 566,483. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | NONE     |
| <b>c</b> | Fair market value of all other assets (see page 25 of the instructions)  | <b>1c</b> | NONE     |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)  | <b>1d</b> | 566,483. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                | <b>1e</b> |          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | NONE     |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 566,483. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 8,497.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4              | <b>5</b>  | 557,986. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5   | <b>6</b>  | 27,899.  |

**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.)

|           |   |           |         |
|-----------|---|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 27,899. |
| <b>2a</b> | Tax on investment income for 2010 from Part VI, line 5  | <b>2a</b> | 579.    |
| <b>b</b>  | Income tax for 2010. (This does not include the tax from Part VI.)  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 579.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 27,320. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | NONE    |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 27,320. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  | NONE    |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 27,320. |

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

|          |   |           |         |
|----------|---|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 27,648. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | <b>2</b>  | NONE    |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> | NONE    |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> | NONE    |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 27,648. |
| <b>5</b> | 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) | <b>5</b>  | N/A     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 27,648. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 . . . . .   |               |                            |             | 27,320.     |
| 2 Undistributed income, if any, as of the end of 2010  |               |                            |             |             |
| a Enter amount for 2009 only . . . . .   |               |                            | 22,015.     |             |
| b Total for prior years 20____, 20____, 20____   |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2010:   |               |                            |             |             |
| a From 2005 . . . . .  | NONE          |                            |             |             |
| b From 2006 . . . . .  | NONE          |                            |             |             |
| c From 2007 . . . . .  | NONE          |                            |             |             |
| d From 2008 . . . . .  | NONE          |                            |             |             |
| e From 2009 . . . . .  | NONE          |                            |             |             |
| f Total of lines 3a through e . . . . .  | NONE          |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 27,648.  |               |                            |             |             |
| a Applied to 2009, but not more than line 2a . . . . .   |               |                            | 22,015.     |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .   |               | NONE                       |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .   | NONE          |                            |             |             |
| d Applied to 2010 distributable amount . . . . .   |               |                            |             | 5,633.      |
| e Remaining amount distributed out of corpus . . . . .   | NONE          |                            |             |             |
| 5 Excess distributions carryover applied to 2010 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | NONE          |                            |             | NONE        |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | NONE          |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .  |               | NONE                       |             |             |
| 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 . . . . . |               | NONE                       |             |             |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .   |               | NONE                       |             |             |
| 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 . . . . .  |               |                            |             | 21,687.     |
| 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) . . . . .                   | NONE          |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .   | NONE          |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .  | NONE          |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2006 . . . . .   | NONE          |                            |             |             |
| b Excess from 2007 . . . . .   | NONE          |                            |             |             |
| c Excess from 2008 . . . . .   | NONE          |                            |             |             |
| d Excess from 2009 . . . . .   | NONE          |                            |             |             |
| e Excess from 2010 . . . . .   | NONE          |                            |             |             |

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

1a 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 |           |
| 2a 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).)

N/A

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.

N/A

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:  
SEE STATEMENT 19

b The form in which applications should be submitted and information and materials they should include:  
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount            |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| a <i>Paid during the year</i><br><br>SEE STATEMENT 20-24 |  |                                      |                                     |                   |
| <b>Total</b> .....                                       |  |                                      |                                     | <b>3a</b> 23,500. |
| b <i>Approved for future payment</i>                     |  |                                      |                                     |                   |
| <b>Total</b> .....                                       |  |                                      |                                     | <b>3b</b>         |



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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities...

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...

Schedule table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Schedule table with 3 columns: (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: Julie Schmka, Date: 04/24/2012, Title: TRUST OFFICER

Paid Preparer Use Only Print Type preparer's name, Preparer's signature, Date, Check [ ] if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
|  |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS  |                          |                                |                                    |              | 305.                 |            |
| 1,523.00                                     |                                       | 58. AT&T INC<br>PROPERTY TYPE: SECURITIES<br>1,445.00                             |                          |                                |                                    | P            | 06/02/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 78.00        |                      |            |
| 4,859.00                                     |                                       | 185. AT&T INC<br>PROPERTY TYPE: SECURITIES<br>4,676.00                            |                          |                                |                                    | P            | 02/13/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 183.00       |                      |            |
| 1,106.00                                     |                                       | 1000. AT&T INC DTD 05/13/08 5.6% 05/15/2<br>PROPERTY TYPE: SECURITIES<br>1,060.00 |                          |                                |                                    | P            | 04/07/2010           | 07/08/2010 |
|  |                                       |   |                          |                                |                                    | 46.00        |                      |            |
| 1,607.00                                     |                                       | 44. ADOBE SYS INC<br>PROPERTY TYPE: SECURITIES<br>1,130.00                        |                          |                                |                                    | P            | 05/08/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 477.00       |                      |            |
| 2,739.00                                     |                                       | 75. ADOBE SYS INC<br>PROPERTY TYPE: SECURITIES<br>2,205.00                        |                          |                                |                                    | P            | 10/24/2008           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 534.00       |                      |            |
| 2,148.00                                     |                                       | 36. AMGEN INC COM<br>PROPERTY TYPE: SECURITIES<br>1,854.00                        |                          |                                |                                    | P            | 03/11/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 294.00       |                      |            |
| 407.00                                       |                                       | 4. APACHE CORP COM<br>PROPERTY TYPE: SECURITIES<br>261.00                         |                          |                                |                                    | P            | 04/08/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 146.00       |                      |            |
| 2,647.00                                     |                                       | 26. APACHE CORP COM<br>PROPERTY TYPE: SECURITIES<br>1,904.00                      |                          |                                |                                    | P            | 03/20/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 743.00       |                      |            |
| 813.00                                       |                                       | 13. APOLLO GROUP INC CL A<br>PROPERTY TYPE: SECURITIES<br>894.00                  |                          |                                |                                    | P            | 04/02/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | -81.00       |                      |            |
| 5,126.00                                     |                                       | 158. AVON PRODS INC COM W/RTS ATTACHED<br>PROPERTY TYPE: SECURITIES<br>4,766.00   |                          |                                |                                    | P            | 03/24/2009           | 03/25/2010 |
|  |                                       |   |                          |                                |                                    | 360.00       |                      |            |

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

| Kind of Property                             |                                       | Description   |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold             |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                       |
| 1,006.00                                     |                                       | 1000. BP CAPITAL MARKETS PLC DTD 10/01/2<br>PROPERTY TYPE: SECURITIES<br>997.00     |                          |                                 |                                    | P            | 09/28/2010           | 09/29/2010<br>9.00    |
| 516.00                                       |                                       | 16. CELANESE CORP SER A<br>PROPERTY TYPE: SECURITIES<br>364.00                      |                          |                                 |                                    | P            | 06/26/2009           | 03/25/2010<br>152.00  |
| 343,949.00                                   |                                       | 34108.678 COLUMBIA SHORT TERM BOND FD CL<br>PROPERTY TYPE: SECURITIES<br>343,710.00 |                          |                                 |                                    | P            | 07/17/2007           | 02/11/2010<br>239.00  |
| 929.00                                       |                                       | 50. COMCAST CORP NEW CL A<br>PROPERTY TYPE: SECURITIES<br>820.00                    |                          |                                 |                                    | P            | 05/01/2009           | 03/25/2010<br>109.00  |
| 1,579.00                                     |                                       | 85. COMCAST CORP NEW CL A<br>PROPERTY TYPE: SECURITIES<br>1,621.00                  |                          |                                 |                                    | P            | 10/03/2008           | 03/25/2010<br>-42.00  |
| 1,120.00                                     |                                       | 1000. COMCAST CORP DTD 06/18/09 5.7% 07/<br>PROPERTY TYPE: SECURITIES<br>1,052.00   |                          |                                 |                                    | P            | 04/08/2010           | 08/09/2010<br>68.00   |
| 473.00                                       |                                       | 30. DEAN FOODS CO<br>PROPERTY TYPE: SECURITIES<br>570.00                            |                          |                                 |                                    | P            | 05/20/2009           | 03/25/2010<br>-97.00  |
| 2,049.00                                     |                                       | 130. DEAN FOODS CO<br>PROPERTY TYPE: SECURITIES<br>2,423.00                         |                          |                                 |                                    | P            | 01/27/2009           | 03/25/2010<br>-374.00 |
| 2,228.00                                     |                                       | 180. DELL INC<br>PROPERTY TYPE: SECURITIES<br>2,732.00                              |                          |                                 |                                    | P            | 03/25/2010           | 09/17/2010<br>-504.00 |
| 3,132.00                                     |                                       | 91. WALT DISNEY CO COM<br>PROPERTY TYPE: SECURITIES<br>2,532.00                     |                          |                                 |                                    | P            | 08/06/2009           | 09/17/2010<br>600.00  |
| 1,074.00                                     |                                       | 57. E M C CORP MASS COM<br>PROPERTY TYPE: SECURITIES<br>731.00                      |                          |                                 |                                    | P            | 04/17/2009           | 03/25/2010<br>343.00  |

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

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold             |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                       |
| 2,129.00                                     |                                       | 113. E M C CORP MASS COM<br>PROPERTY TYPE: SECURITIES<br>1,264.00               |                          |                                |                                    | P            | 02/26/2009           | 03/25/2010<br>865.00  |
| 1,556.00                                     |                                       | 17. EOG RES INC<br>PROPERTY TYPE: SECURITIES<br>1,252.00                        |                          |                                |                                    | P            | 05/20/2009           | 03/25/2010<br>304.00  |
| 2,197.00                                     |                                       | 24. EOG RES INC<br>PROPERTY TYPE: SECURITIES<br>1,418.00                        |                          |                                |                                    | P            | 03/20/2009           | 03/25/2010<br>779.00  |
| 629.00                                       |                                       | 15. EXELON CORP<br>PROPERTY TYPE: SECURITIES<br>648.00                          |                          |                                |                                    | P            | 03/25/2010           | 09/17/2010<br>-19.00  |
| 2,098.00                                     |                                       | 50. EXELON CORP<br>PROPERTY TYPE: SECURITIES<br>2,598.00                        |                          |                                |                                    | P            | 02/12/2008           | 09/17/2010<br>-500.00 |
| 899.00                                       |                                       | 19. F P L GROUP INC<br>PROPERTY TYPE: SECURITIES<br>1,056.00                    |                          |                                |                                    | P            | 06/02/2009           | 03/25/2010<br>-157.00 |
| 1,514.00                                     |                                       | 32. F P L GROUP INC<br>PROPERTY TYPE: SECURITIES<br>1,752.00                    |                          |                                |                                    | P            | 03/24/2009           | 03/25/2010<br>-238.00 |
| 319.00                                       |                                       | 319.05 FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES<br>343.00 |                          |                                |                                    | P            | 04/08/2010           | 05/17/2010<br>-24.00  |
| 262.00                                       |                                       | 261.86 FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES<br>281.00 |                          |                                |                                    | P            | 04/08/2010           | 06/15/2010<br>-19.00  |
| 307.00                                       |                                       | 307.4 FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES<br>330.00  |                          |                                |                                    | P            | 04/08/2010           | 07/15/2010<br>-23.00  |
| 266.00                                       |                                       | 265.85 FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES<br>285.00 |                          |                                |                                    | P            | 04/08/2010           | 08/16/2010<br>-19.00  |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                       | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 9,645.00                                     |                                       | 8944.29   |                          |                                |                                    | P            | 04/08/2010           | 09/13/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL<br>PROPERTY TYPE: SECURITIES    |                          |                                |                                    |              |                      |            |
|  |                                       | 9,604.00  |                          |                                |                                    |              | 41.00                |            |
| 299.00                                       |                                       | 299.22  |                          |                                |                                    | P            | 04/08/2010           | 09/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 321.00  |                          |                                |                                    |              | -22.00               |            |
| 367.00                                       |                                       | 366.94  |                          |                                |                                    | P            | 04/07/2010           | 05/17/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 389.00  |                          |                                |                                    |              | -22.00               |            |
| 307.00                                       |                                       | 307.04  |                          |                                |                                    | P            | 04/07/2010           | 06/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 326.00  |                          |                                |                                    |              | -19.00               |            |
| 434.00                                       |                                       | 434.19  |                          |                                |                                    | P            | 04/07/2010           | 07/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 461.00  |                          |                                |                                    |              | -27.00               |            |
| 449.00                                       |                                       | 448.94  |                          |                                |                                    | P            | 04/07/2010           | 08/16/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 476.00  |                          |                                |                                    |              | -27.00               |            |
| 701.00                                       |                                       | 700.84  |                          |                                |                                    | P            | 04/07/2010           | 09/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 744.00  |                          |                                |                                    |              | -43.00               |            |
| 622.00                                       |                                       | 621.79  |                          |                                |                                    | P            | 04/07/2010           | 10/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 660.00  |                          |                                |                                    |              | -38.00               |            |
| 606.00                                       |                                       | 605.5   |                          |                                |                                    | P            | 04/07/2010           | 11/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #G<br>PROPERTY TYPE: SECURITIES |                          |                                |                                    |              |                      |            |
|  |                                       | 643.00  |                          |                                |                                    |              | -37.00               |            |
| 861.00                                       |                                       | 861.47  |                          |                                |                                    | P            | 04/07/2010           | 12/15/2010 |
|  |                                       | FEDERAL HOME LOAN MTG CORP POOL #<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 914.00  |                          |                                |                                    |              | -53.00               |            |
| 438.00                                       |                                       | 437.72  |                          |                                |                                    | P            | 04/08/2010           | 05/25/2010 |
|  |                                       | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES  |                          |                                |                                    |              |                      |            |
|  |                                       | 461.00  |                          |                                |                                    |              | -23.00               |            |

**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) |            |
| 1,555.00                               |                                | 1554.53  |                    |                           |                              | P      | 04/08/2010     | 06/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN P<br>PROPERTY TYPE: SECURITIES  |                    |                           |                              |        |                |            |
|  |                                | 1,637.00   |                    |                           |                              |        | -82.00         |            |
| 330.00                                 |                                | 329.77   |                    |                           |                              | P      | 04/08/2010     | 07/26/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 347.00   |                    |                           |                              |        | -17.00         |            |
| 424.00                                 |                                | 423.72   |                    |                           |                              | P      | 04/08/2010     | 08/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 446.00   |                    |                           |                              |        | -22.00         |            |
| 397.00                                 |                                | 396.84   |                    |                           |                              | P      | 04/08/2010     | 09/27/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 418.00   |                    |                           |                              |        | -21.00         |            |
| 418.00                                 |                                | 417.76   |                    |                           |                              | P      | 04/08/2010     | 10/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 440.00   |                    |                           |                              |        | -22.00         |            |
| 417.00                                 |                                | 417.47   |                    |                           |                              | P      | 04/08/2010     | 11/26/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 440.00   |                    |                           |                              |        | -23.00         |            |
| 464.00                                 |                                | 464.27   |                    |                           |                              | P      | 04/08/2010     | 12/27/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 489.00   |                    |                           |                              |        | -25.00         |            |
| 329.00                                 |                                | 328.64   |                    |                           |                              | P      | 04/08/2010     | 05/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 348.00   |                    |                           |                              |        | -19.00         |            |
| 595.00                                 |                                | 594.68   |                    |                           |                              | P      | 04/08/2010     | 06/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 630.00   |                    |                           |                              |        | -35.00         |            |
| 225.00                                 |                                | 224.54   |                    |                           |                              | P      | 04/08/2010     | 07/26/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 238.00   |                    |                           |                              |        | -13.00         |            |
| 373.00                                 |                                | 372.73   |                    |                           |                              | P      | 04/08/2010     | 08/25/2010 |
|  |                                | FEDERAL NATIONAL MORTGAGE ASSN PO<br>PROPERTY TYPE: SECURITIES |                    |                           |                              |        |                |            |
|  |                                | 395.00   |                    |                           |                              |        | -22.00         |            |

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

| Kind of Property                             |                                       | Description               |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---------------------------|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 208.00                                       |                                       | 207.5<br>220.00           |                          |                                 |                                    | P            | 04/08/2010           | 09/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -12.00     |
| 262.00                                       |                                       | 262.34<br>278.00          |                          |                                 |                                    | P            | 04/08/2010           | 10/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -16.00     |
| 195.00                                       |                                       | 194.86<br>206.00          |                          |                                 |                                    | P            | 04/08/2010           | 11/26/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -11.00     |
| 313.00                                       |                                       | 313.41<br>332.00          |                          |                                 |                                    | P            | 04/08/2010           | 12/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -19.00     |
| 3,408.00                                     |                                       | 3407.99<br>3,618.00       |                          |                                 |                                    | P            | 04/07/2010           | 05/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -210.00    |
| 1,060.00                                     |                                       | 1059.89<br>1,125.00       |                          |                                 |                                    | P            | 04/07/2010           | 06/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -65.00     |
| 636.00                                       |                                       | 635.6<br>675.00           |                          |                                 |                                    | P            | 04/07/2010           | 07/26/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -39.00     |
| 767.00                                       |                                       | 766.64<br>814.00          |                          |                                 |                                    | P            | 04/07/2010           | 08/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -47.00     |
| 825.00                                       |                                       | 825.35<br>876.00          |                          |                                 |                                    | P            | 04/07/2010           | 09/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -51.00     |
| 695.00                                       |                                       | 694.66<br>738.00          |                          |                                 |                                    | P            | 04/07/2010           | 10/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -43.00     |
| 625.00                                       |                                       | 625.32<br>664.00          |                          |                                 |                                    | P            | 04/07/2010           | 11/26/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      | -39.00     |

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

| Kind of Property                             |                                       | Description               |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---------------------------|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 787.00                                       |                                       | 787.48                    |                          |                                 |                                    | P            | 04/07/2010           | 12/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 836.00                    |                          |                                 |                                    |              | -49.00               |            |
| 117.00                                       |                                       | 116.65                    |                          |                                 |                                    | P            | 04/08/2010           | 05/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 125.00                    |                          |                                 |                                    |              | -8.00                |            |
| 158.00                                       |                                       | 157.74                    |                          |                                 |                                    | P            | 04/08/2010           | 06/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 169.00                    |                          |                                 |                                    |              | -11.00               |            |
| 85.00  |                                       | 84.79                     |                          |                                 |                                    | P            | 04/08/2010           | 07/26/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 91.00                     |                          |                                 |                                    |              | -6.00                |            |
| 113.00                                       |                                       | 113.38                    |                          |                                 |                                    | P            | 04/08/2010           | 08/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 121.00                    |                          |                                 |                                    |              | -8.00                |            |
| 182.00                                       |                                       | 181.71                    |                          |                                 |                                    | P            | 04/08/2010           | 09/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 194.00                    |                          |                                 |                                    |              | -12.00               |            |
| 111.00                                       |                                       | 111.01                    |                          |                                 |                                    | P            | 04/08/2010           | 10/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 119.00                    |                          |                                 |                                    |              | -8.00                |            |
| 144.00                                       |                                       | 144.31                    |                          |                                 |                                    | P            | 04/08/2010           | 11/26/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 154.00                    |                          |                                 |                                    |              | -10.00               |            |
| 149.00                                       |                                       | 148.63                    |                          |                                 |                                    | P            | 04/08/2010           | 12/27/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 159.00                    |                          |                                 |                                    |              | -10.00               |            |
| 1,117.00                                     |                                       | 10.                       |                          |                                 |                                    | P            | 05/08/2009           | 03/25/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 738.00                    |                          |                                 |                                    |              | 379.00               |            |
| 4.00   |                                       | .604                      |                          |                                 |                                    | P            | 03/25/2010           | 07/08/2010 |
|  |                                       |                           |                          |                                 |                                    |              |                      |            |
|  |                                       | 5.00                      |                          |                                 |                                    |              | -1.00                |            |

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

| Kind of Property                             |                                       | Description   |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold              |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                        |
| 149.00                                       |                                       | 21. FRONTIER COMMUNICATIONS CORP<br>PROPERTY TYPE: SECURITIES<br>158.00           |                          |                                 |                                    | P            | 03/25/2010           | 07/14/2010<br>-9.00    |
| 4,516.00                                     |                                       | 180. GENERAL ELECTRIC CAPITAL CORP 6.625<br>PROPERTY TYPE: SECURITIES<br>4,986.00 |                          |                                 |                                    | P            | 06/18/2003           | 03/25/2010<br>-470.00  |
| 1,248.00                                     |                                       | 27. GILEAD SCIENCES INC<br>PROPERTY TYPE: SECURITIES<br>1,213.00                  |                          |                                 |                                    | P            | 03/17/2009           | 03/25/2010<br>35.00    |
| 1,106.00                                     |                                       | 1000. GOLDMAN SACHS GROUP INC DTD 5/6/09<br>PROPERTY TYPE: SECURITIES<br>1,094.00 |                          |                                 |                                    | P            | 04/07/2010           | 12/07/2010<br>12.00    |
| 2,676.00                                     |                                       | 15. GOLDMAN SACHS GROUP INC COM<br>PROPERTY TYPE: SECURITIES<br>2,817.00          |                          |                                 |                                    | P            | 05/09/2008           | 03/25/2010<br>-141.00  |
| 6,147.00                                     |                                       | 115. HEWLETT-PACKARD CO COM<br>PROPERTY TYPE: SECURITIES<br>2,944.00              |                          |                                 |                                    | P            | 10/30/2008           | 03/25/2010<br>3,203.00 |
| 7,691.00                                     |                                       | 59. INTERNATIONAL BUSINESS MACHS COM<br>PROPERTY TYPE: SECURITIES<br>4,641.00     |                          |                                 |                                    | P            | 06/15/2006           | 03/25/2010<br>3,050.00 |
| 10,854.00                                    |                                       | 185. ISHARES TR RUSSELL 1000 VALUE<br>PROPERTY TYPE: SECURITIES<br>11,424.00      |                          |                                 |                                    | P            | 03/25/2010           | 09/17/2010<br>-570.00  |
| 4,807.00                                     |                                       | 105. JP MORGAN CHASE & CO COM<br>PROPERTY TYPE: SECURITIES<br>4,893.00            |                          |                                 |                                    | P            | 11/29/2006           | 03/25/2010<br>-86.00   |
| 3,972.00                                     |                                       | 63. KIMBERLY CLARK CORP<br>PROPERTY TYPE: SECURITIES<br>3,650.00                  |                          |                                 |                                    | P            | 01/27/2009           | 03/25/2010<br>322.00   |
| 2,982.00                                     |                                       | 40. LABORATORY CORP AMER HLDGS COM NEW<br>PROPERTY TYPE: SECURITIES<br>2,870.00   |                          |                                 |                                    | P            | 05/09/2008           | 03/25/2010<br>112.00   |

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

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 589.00                                       |                                       | 7. LOCKHEED MARTIN CORP COM<br>PROPERTY TYPE: SECURITIES<br>526.00                |                          |                                |                                    | P            | 08/06/2009           | 03/25/2010 |
| 1,683.00                                     |                                       | 20. LOCKHEED MARTIN CORP COM<br>PROPERTY TYPE: SECURITIES<br>1,505.00             |                          |                                |                                    | P            | 03/24/2009           | 03/25/2010 |
| 3,072.00                                     |                                       | 126. LOWES CO<br>PROPERTY TYPE: SECURITIES<br>1,692.00                            |                          |                                |                                    | P            | 03/06/2009           | 03/25/2010 |
| 2,239.00                                     |                                       | 2000. MCDONALDS CORP SERIES: MTN DTD 02/<br>PROPERTY TYPE: SECURITIES<br>2,187.00 |                          |                                |                                    | P            | 04/07/2010           | 05/20/2010 |
| 1,861.00                                     |                                       | 29. MCKESSON HBOC INC<br>PROPERTY TYPE: SECURITIES<br>1,090.00                    |                          |                                |                                    | P            | 12/16/2008           | 03/25/2010 |
| 5,932.00                                     |                                       | 195. MICROSOFT CORP COM<br>PROPERTY TYPE: SECURITIES<br>5,239.00                  |                          |                                |                                    | P            | 09/26/2008           | 03/25/2010 |
| 991.00                                       |                                       | 1000. MICROSOFT CORP DTD 09/27/2010 1.62<br>PROPERTY TYPE: SECURITIES<br>1,000.00 |                          |                                |                                    | P            | 09/23/2010           | 11/30/2010 |
| 989.00                                       |                                       | 1000. MICROSOFT CORP DTD 09/27/2010 1.62<br>PROPERTY TYPE: SECURITIES<br>996.00   |                          |                                |                                    | P            | 09/22/2010           | 11/30/2010 |
| 939.00                                       |                                       | 22. MOLSON COORS BREWING CO<br>PROPERTY TYPE: SECURITIES<br>1,006.00              |                          |                                |                                    | P            | 08/06/2009           | 03/25/2010 |
| 3,079.00                                     |                                       | 3000. MORGAN STANLEY 5.05% 01/21/2011<br>PROPERTY TYPE: SECURITIES<br>3,084.00    |                          |                                |                                    | P            | 04/07/2010           | 04/30/2010 |
| 2,346.00                                     |                                       | 105. MYLAN LABS INC<br>PROPERTY TYPE: SECURITIES<br>1,557.00                      |                          |                                |                                    | P            | 08/28/2009           | 03/25/2010 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold              |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                        |
| 1,637.00                                     |                                       | 37. NAVISTAR INTERNATIONAL CORP NEW<br>PROPERTY TYPE: SECURITIES<br>1,516.00     |                          |                                 |                                    | P            | 08/06/2009           | 03/25/2010<br>121.00   |
| 3,584.00                                     |                                       | 86. NORDSTROM INC<br>PROPERTY TYPE: SECURITIES<br>1,945.00                       |                          |                                 |                                    | P            | 05/20/2009           | 03/25/2010<br>1,639.00 |
| 4,991.00                                     |                                       | 60. OCCIDENTAL PETROLEUM CORP<br>PROPERTY TYPE: SECURITIES<br>2,996.00           |                          |                                 |                                    | P            | 01/13/2009           | 03/25/2010<br>1,995.00 |
| 615.00                                       |                                       | 10. PNC BANK CORP<br>PROPERTY TYPE: SECURITIES<br>309.00                         |                          |                                 |                                    | P            | 04/08/2009           | 03/25/2010<br>306.00   |
| 2,831.00                                     |                                       | 46. PNC BANK CORP<br>PROPERTY TYPE: SECURITIES<br>1,815.00                       |                          |                                 |                                    | P            | 02/26/2009           | 03/25/2010<br>1,016.00 |
| 836.00                                       |                                       | 34. PACKAGING CORP OF AMERICA<br>PROPERTY TYPE: SECURITIES<br>474.00             |                          |                                 |                                    | P            | 04/17/2009           | 03/25/2010<br>362.00   |
| 738.00                                       |                                       | 30. PACKAGING CORP OF AMERICA<br>PROPERTY TYPE: SECURITIES<br>393.00             |                          |                                 |                                    | P            | 02/13/2009           | 03/25/2010<br>345.00   |
| 2,632.00                                     |                                       | 40. PARKER HANNIFIN CORP<br>PROPERTY TYPE: SECURITIES<br>1,815.00                |                          |                                 |                                    | P            | 06/02/2009           | 03/25/2010<br>817.00   |
| 2,626.00                                     |                                       | 2000. GCB PEPSICO, INC CONTRA CUSIP FOR<br>PROPERTY TYPE: SECURITIES<br>2,488.00 |                          |                                 |                                    | P            | 04/07/2010           | 11/02/2010<br>138.00   |
| 7,072.00                                     |                                       | 406. PFIZER INC COM<br>PROPERTY TYPE: SECURITIES<br>6,486.00                     |                          |                                 |                                    | P            | 08/28/2009           | 03/25/2010<br>586.00   |
| 4,432.00                                     |                                       | 85. PHILIP MORRIS INTERNATIONAL INC<br>PROPERTY TYPE: SECURITIES<br>3,532.00     |                          |                                 |                                    | P            | 01/27/2009           | 03/25/2010<br>900.00   |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description  |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 1,285.00                                     |                                       | 15. POLO RALPH LAUREN CORP CL A<br>PROPERTY TYPE: SECURITIES<br>1,028.00 |                          |                                 |                                    | P            | 08/06/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | 257.00               |            |
| 1,322.00                                     |                                       | 16. PRAXAIR INC<br>PROPERTY TYPE: SECURITIES<br>821.00                   |                          |                                 |                                    | P            | 08/12/2005           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | 501.00               |            |
| 2,286.00                                     |                                       | 78. PRINCIPAL FINANCIAL GROUP<br>PROPERTY TYPE: SECURITIES<br>1,930.00   |                          |                                 |                                    | P            | 08/06/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | 356.00               |            |
| 1,814.00                                     |                                       | 37. SEMPRA ENERGY<br>PROPERTY TYPE: SECURITIES<br>1,822.00               |                          |                                 |                                    | P            | 06/26/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | -8.00                |            |
| 3,008.00                                     |                                       | 77. SOUTHWESTERN ENERGY<br>PROPERTY TYPE: SECURITIES<br>2,025.00         |                          |                                 |                                    | P            | 03/17/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | 983.00               |            |
| 3,048.00                                     |                                       | 3000. SUNTRUST BANK ATLANTA<br>PROPERTY TYPE: SECURITIES<br>3,143.00     |                          |                                 | 6.375% 0                           | P            | 04/08/2010           | 12/10/2010 |
|  |                                       |  |                          |                                 |                                    |              | -95.00               |            |
| 1,136.00                                     |                                       | 1000. TARGET CORP CALLABLE<br>PROPERTY TYPE: SECURITIES<br>1,083.00      |                          |                                 | 5.375% 05/01/                      | P            | 04/07/2010           | 07/08/2010 |
|  |                                       |  |                          |                                 |                                    |              | 53.00                |            |
| 4,895.00                                     |                                       | 195. TEXAS INSTRS INC<br>PROPERTY TYPE: SECURITIES<br>5,580.00           |                          |                                 |                                    | P            | 02/13/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | -685.00              |            |
| 1,121.00                                     |                                       | 1000. TRAVELERS COMPANIES, INC.<br>PROPERTY TYPE: SECURITIES<br>1,064.00 |                          |                                 |                                    | P            | 04/07/2010           | 08/09/2010 |
|  |                                       |  |                          |                                 |                                    |              | 57.00                |            |
| 3,127.00                                     |                                       | 118. US BANCORP DEL<br>PROPERTY TYPE: SECURITIES<br>2,676.00             |                          |                                 |                                    | P            | 01/08/2009           | 03/25/2010 |
|  |                                       |  |                          |                                 |                                    |              | 451.00               |            |
| 3,187.00                                     |                                       | 3000. US BANK NA<br>PROPERTY TYPE: SECURITIES<br>3,201.00                |                          |                                 | 6.375% DTD 7/26/01 DUE             | P            | 04/07/2010           | 04/29/2010 |
|  |                                       |  |                          |                                 |                                    |              | -14.00               |            |

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

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold              |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                        |
| 2,248.00                                     |                                       | 35. UNITED PARCEL SVC INC CL B<br>PROPERTY TYPE: SECURITIES<br>1,822.00           |                          |                                |                                    | P            | 01/08/2009           | 03/25/2010<br>426.00   |
| 3,084.00                                     |                                       | 3000. UNITED STATES TREASURY N/B DTD 02/<br>PROPERTY TYPE: SECURITIES<br>2,815.00 |                          |                                |                                    | P            | 04/07/2010           | 05/19/2010<br>269.00   |
| 2,059.00                                     |                                       | 2013.4 UNITED STATES TREASURY INFLATION<br>PROPERTY TYPE: SECURITIES<br>2,021.00  |                          |                                |                                    | P            | 04/07/2010           | 05/10/2010<br>38.00    |
| 1,085.00                                     |                                       | 1013.35 UNITED STATES TREASURY INFLATION<br>PROPERTY TYPE: SECURITIES<br>1,017.00 |                          |                                |                                    | P            | 04/07/2010           | 12/07/2010<br>68.00    |
| 3,005.00                                     |                                       | 3000. UNITED STATES TREASURY N/B DTD 2/2<br>PROPERTY TYPE: SECURITIES<br>3,013.00 |                          |                                |                                    | P            | 05/19/2010           | 12/10/2010<br>-8.00    |
| 2,998.00                                     |                                       | 3000. UNITED STATES TREASURY N/B DTD 11/<br>PROPERTY TYPE: SECURITIES<br>2,997.00 |                          |                                |                                    | P            | 04/21/2010           | 04/26/2010<br>1.00     |
| 2,000.00                                     |                                       | 2000. UNITED STATES TREASURY N/B DTD 11/<br>PROPERTY TYPE: SECURITIES<br>1,999.00 |                          |                                |                                    | P            | 04/30/2010           | 05/10/2010<br>1.00     |
| 3,014.00                                     |                                       | 3000. UNITED STATES TREASURY N/B DTD 11/<br>PROPERTY TYPE: SECURITIES<br>3,010.00 |                          |                                |                                    | P            | 07/08/2010           | 11/16/2010<br>4.00     |
| 2,008.00                                     |                                       | 2000. UNITED STATES TREASURY N/B DTD 11/<br>PROPERTY TYPE: SECURITIES<br>2,009.00 |                          |                                |                                    | P            | 12/07/2010           | 12/10/2010<br>-1.00    |
| 1,473.00                                     |                                       | 20. UNITED TECHNOLOGIES CORP COM<br>PROPERTY TYPE: SECURITIES<br>990.00           |                          |                                |                                    | P            | 05/01/2009           | 03/25/2010<br>483.00   |
| 4,051.00                                     |                                       | 55. UNITED TECHNOLOGIES CORP COM<br>PROPERTY TYPE: SECURITIES<br>2,820.00         |                          |                                |                                    | P            | 12/16/2008           | 03/25/2010<br>1,231.00 |

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

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold             |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |                       |
| 1,107.00                                     |                                       | 1000. WACHOVIA CORP DTD 06/08/07 5.75% 0<br>PROPERTY TYPE: SECURITIES<br>1,066.00 |                          |                                |                                    | P            | 04/07/2010           | 12/07/2010<br>41.00   |
| 5,451.00                                     |                                       | 171. WELLS FARGO & CO NEW COM<br>PROPERTY TYPE: SECURITIES<br>4,529.00            |                          |                                |                                    | P            | 08/28/2009           | 03/25/2010<br>922.00  |
| 497.00                                       |                                       | 13. YUM BRANDS INC<br>PROPERTY TYPE: SECURITIES<br>435.00                         |                          |                                |                                    | P            | 06/26/2009           | 03/25/2010<br>62.00   |
| 2,104.00                                     |                                       | 55. YUM BRANDS INC<br>PROPERTY TYPE: SECURITIES<br>1,313.00                       |                          |                                |                                    | P            | 12/20/2005           | 03/25/2010<br>791.00  |
| 1,219.00                                     |                                       | 39. AXIS CAPITAL HOLDINGS LTD<br>PROPERTY TYPE: SECURITIES<br>993.00              |                          |                                |                                    | P            | 06/19/2009           | 03/25/2010<br>226.00  |
| 781.00                                       |                                       | 25. AXIS CAPITAL HOLDINGS LTD<br>PROPERTY TYPE: SECURITIES<br>595.00              |                          |                                |                                    | P            | 11/19/2008           | 03/25/2010<br>186.00  |
| 2,178.00                                     |                                       | 113. NABORS INDUSTRIES LTD<br>PROPERTY TYPE: SECURITIES<br>1,958.00               |                          |                                |                                    | P            | 06/19/2009           | 03/25/2010<br>220.00  |
| 2,105.00                                     |                                       | 35. TRANSOCEAN LTD<br>PROPERTY TYPE: SECURITIES<br>2,898.00                       |                          |                                |                                    | P            | 03/25/2010           | 09/17/2010<br>-793.00 |
| 1,939.00                                     |                                       | 52. TYCO INTERNATIONAL LTD<br>PROPERTY TYPE: SECURITIES<br>1,589.00               |                          |                                |                                    | P            | 08/06/2009           | 03/25/2010<br>350.00  |
| 25.00  |                                       | . SECURITIES LITIGATION SETTLEMENT PROCE<br>PROPERTY TYPE: SECURITIES             |                          |                                |                                    |              |                      | 12/31/2010<br>25.00   |

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

| Kind of Property                             |                                       | Description               |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired          | Date sold |
|--|---------------------------------------|---------------------------|--------------------------|---------------------------------|------------------------------------|--------------|---------------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)      |           |
| TOTAL GAIN (LOSS) .....                      |                                       |                           |                          |                                 |                                    |              | -----<br>27,589.<br>===== |           |

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

| DESCRIPTION    | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|----------------|--------------------------------|-----------------------|
| OTHER INTEREST | 54.                            | 54.                   |
| TOTAL          | 54.                            | 54.                   |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION            | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|------------------------|--------------------------------|-----------------------|
| DIVIDENDS AND INTEREST | 12,227.                        | 11,629.               |
| TOTAL                  | 12,227.                        | 11,629.               |

FORM 990PF, PART I - LEGAL FEES

=====

| DESCRIPTION   | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---------------|--------------------------------|-----------------------|---------------------|---------------------|
| ATTORNEY FEES | 950.                           |                       | 950.                |                     |
| TOTALS        | 950.                           |                       | 950.                | NONE                |

FORM 990PF, PART I - ACCOUNTING FEES  
 =====

| DESCRIPTION                     | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---------------------------------|--------------------------------|-----------------------|---------------------|---------------------|
| TAX PREPARATION FEE (NON-ALLOC) | 1,825.                         |                       |                     | 1,825.              |
| TOTALS                          | 1,825.                         | NONE                  | NONE                | 1,825.              |

FORM 990PF, PART I - TAXES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--|--------------------------------------|
| FOREIGN TAXES        | 2.   | 98.                                  |
|                      | -----  | -----                                |
| TOTALS               | 2.   | 98.                                  |
|                      | =====  | =====                                |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| CITIGROUP 2.25% 12/10/2012     | 13,186.              | 13,372.       |
| JOHN DEER CAP 2.875% 6/19/2012 | 8,267.               | 8,266.        |
| FNMA 5% 3/15/2016              | 5,458.               | 5,649.        |
| TVA SER A 6.79% 5/23/2012      | 7,805.               | 7,598.        |
| US TREAS 6.25% 8/15/2023       | 4,847.               | 5,028.        |
| US TREAS 5.375% 2/15/2031      | 2,317.               | 2,335.        |
| US TREAS INF 1.375% 7/15/2018  | 12,216.              | 12,826.       |
| US TREAS N/B .75% 11/30/2011   | 28,959.              | 29,114.       |
| US TREAS N/B .75% 8/15/2013    | 4,988.               | 4,990.        |
| US TREAS N/B 2.625% 11/15/2020 | 2,837.               | 2,830.        |
| TOTALS                         | 90,880.              | 92,008.       |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION             | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------|-------------------------|----------------------|---------------|
| -----                   | -----                   | -----                | ---           |
| ABBOTT LABS             | 2,011.                  | 3,327.               | 3,210.        |
| ALLERGEN INC            |                         | 2,929.               | 3,090.        |
| AMERICAN EXPRESS CO     |                         | 3,576.               | 3,648.        |
| APACHE CORP             | 3,828.                  | 2,134.               | 3,815.        |
| AUTO DESK INC           |                         | 3,120.               | 3,629.        |
| BANK OF AMERICA CORP    |                         | 4,547.               | 3,935.        |
| CVS/CAREMARK CORP       |                         | 3,805.               | 3,825.        |
| CATERPILLAR INC         |                         | 2,853.               | 4,215.        |
| CHEVRON CORP            |                         | 3,031.               | 3,650.        |
| CISCO SYSTEMS INC       |                         | 3,813.               | 3,035.        |
| E M C CORP MASS         |                         | 1,870.               | 3,733.        |
| EATON CORP              |                         | 3,072.               | 4,060.        |
| EXXONMOBIL CORP         |                         | 3,314.               | 3,656.        |
| GE COMPANY              | 1,719.                  | 2,866.               | 3,896.        |
| GOLDMAN SACHS GROUP INC | 4,496.                  | 2,434.               | 3,363.        |
| HALLIBURTON CO          |                         | 3,076.               | 4,083.        |
| HESS CORP               |                         | 3,363.               | 4,210.        |
| INTEL CORP              |                         | 3,695.               | 3,575.        |
| J P MORGAN CHASE & CO   | 7,613.                  | 3,875.               | 3,818.        |
| JOHNSON & JOHNSON       |                         | 3,539.               | 3,402.        |
| JUNIPER NETWORKS INC    |                         | 3,432.               | 4,061.        |
| MATTEL INC              |                         | 3,408.               | 3,815.        |
| MCGRAW HILL INC         |                         | 3,178.               | 3,277.        |
| MERCK & CO              |                         | 3,460.               | 3,424.        |
| MICROSOFT CORP          | 7,138.                  | 2,926.               | 3,684.        |
| MONSANTO CO             | 617.                    | 3,593.               | 4,109.        |
| NEXTRA ENERGY INC       |                         | 3,237.               | 3,119.        |
| NORFOLK SOUTHERN CORP   |                         | 3,087.               | 3,455.        |
| ORACLE CORP             |                         | 3,185.               | 3,756.        |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                  | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|------------------------------|-------------------------|----------------------|---------------|
| -----                        | -----                   | -----                | ---           |
| PEPSICO INC                  |                         | 3,654.               | 3,593.        |
| PHILLIPMORRIS INTL INC       | 5,474.                  | 2,239.               | 3,278.        |
| PROCTER & GAMBLE CO          |                         | 3,522.               | 3,538.        |
| PRUDENTIAL FINANCIAL INC     | 1,294.                  | 3,567.               | 3,816.        |
| QUALCOMM INC                 |                         | 3,227.               | 3,712.        |
| ROBERT HALF INTL INC         |                         | 3,712.               | 3,825.        |
| SCHLUMBERGER LTD             |                         | 3,102.               | 4,175.        |
| STAPLES INC                  | 2,420.                  | 3,526.               | 3,871.        |
| STATE STREET CORP            | 2,922.                  | 4,146.               | 3,939.        |
| STRYKER CORP                 |                         | 3,861.               | 3,759.        |
| THERMO FISHER SCIENTIFIC INC | 2,324.                  | 3,579.               | 3,598.        |
| 3M CO                        |                         | 3,295.               | 3,452.        |
| TIFFANY & CO                 |                         | 3,093.               | 4,048.        |
| TRAVELERS COMPANIES INC      |                         | 3,534.               | 3,621.        |
| UNITED TECHNOLOGIES CORP     | 5,023.                  | 1,932.               | 3,542.        |
| VF CORP                      |                         | 3,251.               | 3,447.        |
| VERIZON COMMUNICATION        |                         | 3,050.               | 3,757.        |
| VISA INC CLASS A SHRS        |                         | 3,815.               | 3,167.        |
| WAL MART STORES INC          |                         | 3,605.               | 3,505.        |
| WALGREEN CO                  |                         | 3,481.               | 3,896.        |
| TEVA PHARMACUTICEL IND       |                         | 3,891.               | 3,388.        |
| ARTISAN SMALL CAP VALUE FUND |                         | 14,032.              | 15,660.       |
| ARTISAN MID CAP VALUE FUND   |                         | 13,685.              | 14,824.       |
| BLACKROCK US OPPORTUNITIES   |                         | 13,417.              | 15,377.       |
| BUFFALO SMALL CAP FUND       |                         | 15,050.              | 15,970.       |
| AMERICAN EUROPACIFIC GRTH-F2 |                         | 27,067.              | 29,019.       |
| THORNBURG INTL VALUE FD      |                         | 27,294.              | 30,019.       |
| ADOBE SYS INC                | 3,335.                  |                      |               |
| AMGEN, INC                   | 1,854.                  |                      |               |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION             | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------|-------------------------|----------------------|---------------|
| -----                   | -----                   | -----                | ---           |
| AT&T                    | 6,121.                  |                      |               |
| AVON PROD INC           | 4,766.                  |                      |               |
| COMCAST CORP            | 2,442.                  |                      |               |
| WALT DISNEY             | 2,532.                  |                      |               |
| EMC CORP                | 3,440.                  |                      |               |
| EOG RES INC             | 2,670.                  |                      |               |
| EXELON CORP             | 2,598.                  |                      |               |
| FPL GROUP INC           | 2,808.                  |                      |               |
| GILEAD SCIENCES INC     | 1,213.                  |                      |               |
| HEWLETT PACKARD CO      | 2,944.                  |                      |               |
| IBM                     | 4,641.                  |                      |               |
| KIMBERLY CLARK          | 3,650.                  |                      |               |
| LOCKHEED MARTIN CORP    | 2,032.                  |                      |               |
| LOWES CO                | 1,692.                  |                      |               |
| MCKESSON CORP           | 1,090.                  |                      |               |
| OCCIDENTAL PETE CORP    | 2,996.                  |                      |               |
| PFIZER                  | 6,486.                  |                      |               |
| PNC FINL SVCS GROUP INC | 2,124.                  |                      |               |
| PRAXAIR INC             | 821.                    |                      |               |
| SEMPRA ENERGY           | 1,822.                  |                      |               |
| SOUTHWESTERN ENERGY CO  | 2,025.                  |                      |               |
| TEXAS INSTRS INC        | 5,580.                  |                      |               |
| UNITED PARCEL SVC INC   | 1,822.                  |                      |               |
| US BANCORP DEL          | 2,676.                  |                      |               |
| WELLS FARGO             | 4,529.                  |                      |               |
| YUM BRANDS INC          | 1,749.                  |                      |               |
| APOLLO GROUP INC        | 894.                    |                      |               |
| AXIS CAP HLDGS LTD      | 1,588.                  |                      |               |
| CELANESE CORP DEL       | 364.                    |                      |               |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION                   | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------------|-------------------------|----------------------|---------------|
| -----                         | -----                   | -----                | ---           |
| COLUMBIA MID CAP INDEX FUND   | 20,485.                 |                      |               |
| DEAN FOODS CO                 | 2,993.                  |                      |               |
| FLOWSERVE CORP                | 738.                    |                      |               |
| LABORATORY CORP AMER HLDGS    | 2,870.                  |                      |               |
| MOLSON COORS BREWING CO       | 1,006.                  |                      |               |
| MYLAN INC                     | 1,557.                  |                      |               |
| NABORS INDS INC               | 1,958.                  |                      |               |
| NAVISTAR INTL CORP NEW        | 1,516.                  |                      |               |
| NORDSTROM INC                 | 1,945.                  |                      |               |
| PACKAGING CORP AMER           | 867.                    |                      |               |
| PARKER HANNIFIN CORP          | 1,815.                  |                      |               |
| POLO RALPH LAUREN CORP        | 1,028.                  |                      |               |
| PRINCIPAL FINL GROUP INC      | 1,930.                  |                      |               |
| COLUMBIA SMALL CAP INDEX      | 7,448.                  |                      |               |
| COLUMBIA INTERNATIONAL VALUE  | 30,672.                 |                      |               |
| COLUMBIA MULTI-ADVISOR INTL   | 10,000.                 |                      |               |
| TYCO INTL LTD                 | 1,589.                  |                      |               |
| COLUMBIA SHORT TERM BOND FD   | 189,379.                |                      |               |
| COLUMBIA TOTAL RETURN BOND FD | 85,726.                 |                      |               |
| GENERAL ELEC CAP CORP         | 4,986.                  |                      |               |
| TOTALS                        | 502,691.                | 275,372.             | 304,344.      |

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FORM 990PF, PART II - CORPORATE BONDS  
=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| -----                          | -----                | ---           |
| FHLMC # G18078, 5% 10/1/2020   | 16,392.              | 16,453.       |
| FNMA # 735912, 5.5% 10/1/2035  | 16,352.              | 16,681.       |
| FNMA # 845126, 5% 12/1/2020    | 8,137.               | 8,207.        |
| ,FNMA # 950796 6% 10/1/2037    | 21,594.              | 22,132.       |
| FNMA # 993733, 5.5% 9/1/2023   | 6,488.               | 6,522.        |
| AT&T 5.6% 5/15/2018            | 2,120.               | 2,231.        |
| BB&T 3.85% 7/27/2012           | 3,128.               | 3,121.        |
| BARCLAYS BANK 3.9% 4/7/2015    | 3,004.               | 3,093.        |
| CSX CORP 6.25% 4/1/2015        | 2,227.               | 2,273.        |
| CVS/CAREMARK 6.125% 9/11/09    | 2,944.               | 3,205.        |
| CA INC 5.375% 12/1/2019        | 3,021.               | 3,102.        |
| CATERPILLAR 7.9% 12/15/2018    | 2,443.               | 2,574.        |
| CITIGROUP 6% 12/13/2013        | 2,182.               | 2,185.        |
| COMCAST CORP 5.7% 7/1/2019     | 2,103.               | 2,187.        |
| CONOCOPHILLIPS 6.5% 2/1/2039   | 2,208.               | 2,378.        |
| CREDIT SUISSE NY 5.5% 5/1/2014 | 5,504.               | 5,483.        |
| DIRECTV HLDG 3.55% 3/15/2015   | 2,072.               | 2,032.        |
| GE 5% 2/1/2013                 | 5,400.               | 5,345.        |
| GOLDMAN SACHS 7.5% 2/15/2019   | 2,196.               | 2,332.        |
| GOLDMAN SACHS 6% 5/1/2014      | 2,151.               | 2,203.        |
| HESS CORP 8.125% 2/15/2019     | 2,429.               | 2,527.        |
| HEW PACKARD 2.2% 12/2/2010     | 1,998.               | 1,970.        |
| J P MORGAN 6.3% 4/23/2019      | 2,187.               | 2,277.        |
| KRAFT FOODS 4.125% 2/9/2016    | 3,038.               | 3,149.        |
| MERILL LYNCH 6.875% 4/25/2018  | 2,171.               | 2,189.        |
| MERILL LYNCH 6.11% /29/2037    | 2,818.               | 2,708.        |
| MORGAN STAN 5.625% 9/23/2019   | 2,999.               | 3,059.        |
| ORACLE 5.75% 4/15/2018         | 2,206.               | 2,288.        |
| PETROBRAS INTL 5.75% 1/20/2020 | 3,099.               | 3,113.        |

CARLTON FOUNDATION 4655000249

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FORM 990PF, PART II - CORPORATE BONDS  
=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| PFIZER INC 6.2% 3/15/2019      | 2,260.               | 2,343.        |
| PRUDENTIAL FIN 4.5% 11/15/2020 | 2,980.               | 2,934.        |
| TALISMAN ENERGY 7.75% 6/1/2019 | 2,386.               | 2,469.        |
| TARGET CORP 5.375% 5/1/2017    | 2,166.               | 2,241.        |
| TIME WARNER 6.75% 7/1/2018     | 2,251.               | 2,331.        |
| TRAVELERS 6.25% 6/15/2037      | 2,128.               | 2,223.        |
| VERIZON COMM 5.55% 2/15/2016   | 2,181.               | 2,242.        |
| WACHOVIA CORP 5.75% 6/15/2017  | 2,132.               | 2,214.        |
| TOTALS                         | 153,095.             | 156,016.      |

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

=====

DESCRIPTION  
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AMOUNT  
-----

OID INCOME

123.

TOTAL

-----  
123.  
=====

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

=====

DESCRIPTION

-----

AMOUNT

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ROUNDING

5.

TOTAL

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5.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED  
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GA

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

OFFICER NAME:

REGIONS BANK

ADDRESS:

333 WEST BROAD AVENUE

ALBANY, GA 31701

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 4,984.

OFFICER NAME:

COLLEEN C. SULLIVAN

ADDRESS:

2344 WINCHESTER RD

ALBANY, GA 31721

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JAMES C. HALL

ADDRESS:

403 WHIPPOORWILL RD

ALBANY, GA 31707

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

KATHLEEN IVY LANE

ADDRESS:

208 BYRON PLANTATION RD

ALBANY, GA 31721

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

JAMES E REYNOLDS JR

ADDRESS:

P.O. BOX 71209  
ALBANY, GA 31708-1209

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

COLLEEN C YARBOROUGH

ADDRESS:

P O BOX 4754  
SANTA ROSA BEACH, FL 32459

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

P.O. BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203-0200

TITLE:

PRIOR CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 6,629.

TOTAL COMPENSATION: 11,613.

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AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

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| MONTH       | LINE 1a-FMV<br>SECURITIES | LINE 1b-FMV<br>CASH BALANCES | LINE 1c-FMV<br>OTHER ASSETS |
|-------------|---------------------------|------------------------------|-----------------------------|
| -----       | -----                     | -----                        | -----                       |
| JANUARY     | 571,507.                  | NONE                         | NONE                        |
| FEBRUARY    | 571,507.                  | NONE                         | NONE                        |
| MARCH       | 570,802.                  | NONE                         | NONE                        |
| APRIL       | 571,674.                  | NONE                         | NONE                        |
| MAY         | 550,691.                  | NONE                         | NONE                        |
| JUNE        | 543,129.                  | NONE                         | NONE                        |
| JULY        | 560,588.                  | NONE                         | NONE                        |
| AUGUST      | 550,073.                  | NONE                         | NONE                        |
| SEPTEMBER   | 572,180.                  | NONE                         | NONE                        |
| OCTOBER     | 581,617.                  | NONE                         | NONE                        |
| NOVEMBER    | 580,088.                  | NONE                         | NONE                        |
| DECEMBER    | 573,934.                  | NONE                         | NONE                        |
|             | -----                     | -----                        | -----                       |
| TOTAL       | 6,797,790.                | NONE                         | NONE                        |
|             | =====                     | =====                        | =====                       |
| AVERAGE FMV | 566,483.                  | NONE                         | NONE                        |
|             | =====                     | =====                        | =====                       |

CARLTON FOUNDATION 4655000249  
FORM 990PF, PART XV - LINES 2a - 2d  
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58-1947471

RECIPIENT NAME:

RMKT - C/O EDMUND NOBLES

ADDRESS:

P O BOX 8  
ALBANY, GA 31702

RECIPIENT'S PHONE NUMBER: 229-438-2451

FORM, INFORMATION AND MATERIALS:

SUBMIT REQUEST TO ADDRESS PROVIDED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL  
ORGANIZATIONS WHICH QUALIFY AS EXEMPT  
ORGANIZATION UNDER SECTION 501(C)(3)

STATEMENT 19

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RECIPIENT NAME:

ALBANY MUSEUM OF ART

ADDRESS:

311 MEADOWLARK DRIVE  
ALBANY, GA 31707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF THE ARTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

ALBANY SYMPHONY ASSOCIATION

ADDRESS:

P O BOX 70065  
ALBANY, GA 31708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

DARTON FOUNDATION

ADDRESS:

2400 GILLIONVILLE ROAD  
ALBANY, GA 31707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:

DEERFIELD-WINDSOR SCHOOL

ADDRESS:

P O BOX 71149  
ALBANY, GA 31708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:

THE FIRST TEE

ADDRESS:

425 SOUTH LEGACY TRAIL  
ST AUGUSTINE, FL 32092

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

HUMANE SOCIETY OF ALBANY

ADDRESS:

P O BOX 3151  
ALBANY, GA 31706

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:

FLINT RIVER PARTNERS

ADDRESS:

117 PINE AVE  
ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

THE BRIDGE  
C/O OPEN ARMS, INC.

ADDRESS:

420 PINE AVE.  
ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

LIBERTY HOUSE

ADDRESS:

P.O. BOX 2046  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

=====

RECIPIENT NAME:

THE LILY PAD

ADDRESS:

P O BOX 467  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

PHOEBE FOUNDATION

ADDRESS:

P O BOX 1828  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

GIRLS INC OF ALBANY

ADDRESS:

701 PARK PLACE  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,500.

=====

RECIPIENT NAME:

YOUNG LIFE ALBANY

ADDRESS:

P O BOX 70053  
ALBANY, GA 31708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

ST PAUL'S SOUP KITCHEN

ADDRESS:

212 N JEFFERSON STREET  
ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID:

23,500.

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FEDERAL FOOTNOTES

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AMENDED TO COMPLETE PART V AND CORRECT 2009 UNDISTRIBUTED INCOME  
AMOUNT.

CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Short-term Capital Gains and Losses

58-1947471

| Description  | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|----------------------|
| <b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b> |               |            |                   |                     |                      |
| 58. AT&T INC   | 06/02/2009    | 03/25/2010 | 1,523.00          | 1,445.00            | 78.00                |
| 1000. AT&T INC DTD   |               |            |                   |                     |                      |
| 05/13/08 5.6% 05/15/2018                                   | 04/07/2010    | 07/08/2010 | 1,106.00          | 1,060.00            | 46.00                |
| 44. ADOBE SYS INC  | 05/08/2009    | 03/25/2010 | 1,607.00          | 1,130.00            | 477.00               |
| 4. APACHE CORP COM   | 04/08/2009    | 03/25/2010 | 407.00            | 261.00              | 146.00               |
| 13. APOLLO GROUP INC CL A                                  | 04/02/2009    | 03/25/2010 | 813.00            | 894.00              | -81.00               |
| 1000. BP CAPITAL MARKETS                                   |               |            |                   |                     |                      |
| PLC DTD 10/01/2010 3.                                      | 09/28/2010    | 09/29/2010 | 1,006.00          | 997.00              | 9.00                 |
| 16. CELANESE CORP SER A                                    | 06/26/2009    | 03/25/2010 | 516.00            | 364.00              | 152.00               |
| 50. COMCAST CORP NEW CL A                                  | 05/01/2009    | 03/25/2010 | 929.00            | 820.00              | 109.00               |
| 1000. COMCAST CORP DTD                                     |               |            |                   |                     |                      |
| 06/18/09 5.7% 07/01/201                                    | 04/08/2010    | 08/09/2010 | 1,120.00          | 1,052.00            | 68.00                |
| 30. DEAN FOODS CO  | 05/20/2009    | 03/25/2010 | 473.00            | 570.00              | -97.00               |
| 180. DELL INC  | 03/25/2010    | 09/17/2010 | 2,228.00          | 2,732.00            | -504.00              |
| 57. E M C CORP MASS COM                                    | 04/17/2009    | 03/25/2010 | 1,074.00          | 731.00              | 343.00               |
| 17. EOG RES INC  | 05/20/2009    | 03/25/2010 | 1,556.00          | 1,252.00            | 304.00               |
| 15. EXELON CORP  | 03/25/2010    | 09/17/2010 | 629.00            | 648.00              | -19.00               |
| 19. F P L GROUP INC  | 06/02/2009    | 03/25/2010 | 899.00            | 1,056.00            | -157.00              |
| 319.05 FEDERAL HOME LOAN                                   |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 05/17/2010 | 319.00            | 343.00              | -24.00               |
| 261.86 FEDERAL HOME LOAN                                   |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 06/15/2010 | 262.00            | 281.00              | -19.00               |
| 307.4 FEDERAL HOME LOAN                                    |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 07/15/2010 | 307.00            | 330.00              | -23.00               |
| 265.85 FEDERAL HOME LOAN                                   |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 08/16/2010 | 266.00            | 285.00              | -19.00               |
| 8944.29 FEDERAL HOME LOAN                                  |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 09/13/2010 | 9,645.00          | 9,604.00            | 41.00                |
| 299.22 FEDERAL HOME LOAN                                   |               |            |                   |                     |                      |
| MTG CORP POOL # G02385 DTD 10/01/2006                      | 08/08/2010    | 09/15/2010 | 299.00            | 321.00              | -22.00               |
| 366.94 FEDERAL HOME LOAN                                   |               |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005                       | 08/07/2010    | 05/17/2010 | 367.00            | 389.00              | -22.00               |
| <b>Totals</b>  |               |            |                   |                     |                      |

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CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Short-term Capital Gains and Losses

58-1947471

| Description                                | Date Acquired          | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|--|------------------------|------------|-------------------|---------------------|----------------------|
| 307.04 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 06/15/2010 | 307.00            | 326.00              | -19.00               |
| 434.19 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 07/15/2010 | 434.00            | 461.00              | -27.00               |
| 448.94 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 08/16/2010 | 449.00            | 476.00              | -27.00               |
| 700.84 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 09/15/2010 | 701.00            | 744.00              | -43.00               |
| 621.79 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 10/15/2010 | 622.00            | 660.00              | -38.00               |
| 605.5 FEDERAL HOME LOAN                    |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 11/15/2010 | 606.00            | 643.00              | -37.00               |
| 861.47 FEDERAL HOME LOAN                   |                        |            |                   |                     |                      |
| MTG CORP POOL #G18078 DTD 10/01/2005       | <del>08</del> /07/2010 | 12/15/2010 | 861.00            | 914.00              | -53.00               |
| 437.72 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 05/25/2010 | 438.00            | 461.00              | -23.00               |
| 1554.53 FEDERAL NATIONAL                   |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 06/25/2010 | 1,555.00          | 1,637.00            | -82.00               |
| 329.77 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 07/26/2010 | 330.00            | 347.00              | -17.00               |
| 423.72 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 08/25/2010 | 424.00            | 446.00              | -22.00               |
| 396.84 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 09/27/2010 | 397.00            | 418.00              | -21.00               |
| 417.76 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 10/25/2010 | 418.00            | 440.00              | -22.00               |
| 417.47 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 11/26/2010 | 417.00            | 440.00              | -23.00               |
| 464.27 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL #735912 DTD 09/01/2005  | <del>08</del> /08/2010 | 12/27/2010 | 464.00            | 489.00              | -25.00               |
| 328.64 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL # 845126 DTD 12/01/2005 | <del>08</del> /08/2010 | 05/25/2010 | 329.00            | 348.00              | -19.00               |
| 594.68 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| MORTGAGE ASSN POOL # 845126 DTD 12/01/2005 | <del>08</del> /08/2010 | 06/25/2010 | 595.00            | 630.00              | -35.00               |
| 224.54 FEDERAL NATIONAL                    |                        |            |                   |                     |                      |
| Totals                                     |                        |            |                   |                     |                      |

58-1947471

CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Short-term Capital Gains and Losses

| Description                                   | Date       | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|------------|------------|-------------------|---------------------|----------------------|
| 372.73 FEDERAL NATIONAL                       | 04/08/2010 | 07/26/2010 | 225.00            | 238.00              | -13.00               |
| MORTGAGE ASSN POOL # 845126 DTD 12/01/08/2010 | 04/08/2010 | 08/25/2010 | 373.00            | 395.00              | -22.00               |
| 207.5 FEDERAL NATIONAL                        | 04/08/2010 | 09/27/2010 | 208.00            | 220.00              | -12.00               |
| MORTGAGE ASSN POOL # 845126 DTD 12/01/08/2010 | 04/08/2010 | 10/25/2010 | 262.00            | 278.00              | -16.00               |
| 194.86 FEDERAL NATIONAL                       | 04/08/2010 | 11/26/2010 | 195.00            | 206.00              | -11.00               |
| MORTGAGE ASSN POOL # 845126 DTD 12/01/08/2010 | 04/08/2010 | 12/27/2010 | 313.00            | 332.00              | -19.00               |
| 3407.99 FEDERAL NATL MTG                      | 04/07/2010 | 05/25/2010 | 3,408.00          | 3,618.00            | -210.00              |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 06/25/2010 | 1,060.00          | 1,125.00            | -65.00               |
| 1059.89 FEDERAL NATL MTG                      | 04/07/2010 | 07/26/2010 | 636.00            | 675.00              | -39.00               |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 08/25/2010 | 767.00            | 814.00              | -47.00               |
| 635.6 FEDERAL NATL MTG                        | 04/07/2010 | 09/27/2010 | 825.00            | 876.00              | -51.00               |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 10/25/2010 | 695.00            | 738.00              | -43.00               |
| 766.64 FEDERAL NATL MTG                       | 04/07/2010 | 11/26/2010 | 625.00            | 664.00              | -39.00               |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 12/27/2010 | 787.00            | 836.00              | -49.00               |
| 825.35 FEDERAL NATL MTG                       | 04/07/2010 | 05/25/2010 | 117.00            | 125.00              | -8.00                |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 06/25/2010 | 158.00            | 169.00              | -11.00               |
| 694.66 FEDERAL NATL MTG                       | 04/07/2010 | 07/26/2010 | 85.00             | 91.00               | -6.00                |
| ASSN POOL #950796 DTD 10/01/2007 6%           | 04/07/2010 | 08/25/2010 | 113.00            | 121.00              | -8.00                |
| 625.32 FEDERAL NATL MTG                       |            |            |                   |                     |                      |
| ASSN POOL #950796 DTD 10/01/2007 6%           |            |            |                   |                     |                      |
| 787.48 FEDERAL NATL MTG                       |            |            |                   |                     |                      |
| ASSN POOL #950796 DTD 10/01/2007 6%           |            |            |                   |                     |                      |
| 116.65 FEDERAL NATIONAL                       |            |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/08/2010  |            |            |                   |                     |                      |
| 157.74 FEDERAL NATIONAL                       |            |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/08/2010  |            |            |                   |                     |                      |
| 84.79 FEDERAL NATIONAL                        |            |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/08/2010  |            |            |                   |                     |                      |
| 113.38 FEDERAL NATIONAL                       |            |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/08/2010  |            |            |                   |                     |                      |
| <b>Totals</b>                                 |            |            |                   |                     |                      |

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CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Short-term Capital Gains and Losses

58-1947471

| Description                               | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|----------------------|
| 181.71 FEDERAL NATIONAL                   |               |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/2009 | 10/01/2009    | 09/27/2010 | 182.00            | 194.00              | -12.00               |
| 111.01 FEDERAL NATIONAL                   |               |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/2009 | 10/01/2009    | 10/25/2010 | 111.00            | 119.00              | -8.00                |
| 144.31 FEDERAL NATIONAL                   |               |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/2009 | 10/01/2009    | 11/26/2010 | 144.00            | 154.00              | -10.00               |
| 148.63 FEDERAL NATIONAL                   |               |            |                   |                     |                      |
| MORTGAGE ASSN POOL #993733 DTD 10/01/2009 | 10/01/2009    | 12/27/2010 | 149.00            | 159.00              | -10.00               |
| 10. FLOWSERVE CORP                        | 05/08/2009    | 03/25/2010 | 1,117.00          | 738.00              | 379.00               |
| .604 FRONTIER COMMUNICATIO                | 03/25/2010    | 07/08/2010 | 4.00              | 5.00                | -1.00                |
| 21. FRONTIER COMMUNICATION                | 03/25/2010    | 07/14/2010 | 149.00            | 158.00              | -9.00                |
| 1000. GOLDMAN SACHS GROUP                 |               |            |                   |                     |                      |
| INC DTD 5/6/09 6% 05                      | 04/07/2010    | 12/07/2010 | 1,106.00          | 1,094.00            | 12.00                |
| 185. ISHARES TR RUSSELL                   | 03/25/2010    | 09/17/2010 | 10,854.00         | 11,424.00           | -570.00              |
| 7. LOCKHEED MARTIN CORP                   | 08/06/2009    | 03/25/2010 | 589.00            | 526.00              | 63.00                |
| 2000. MCDONALDS CORP                      |               |            |                   |                     |                      |
| SERIES: MTN DTD 02/29/08                  | 04/07/2010    | 05/20/2010 | 2,239.00          | 2,187.00            | 52.00                |
| 1000. MICROSOFT CORP DTD                  |               |            |                   |                     |                      |
| 09/27/2010 1.625% 09/                     | 09/23/2010    | 11/30/2010 | 991.00            | 1,000.00            | -9.00                |
| 1000. MICROSOFT CORP DTD                  |               |            |                   |                     |                      |
| 09/27/2010 1.625% 09/                     | 09/22/2010    | 11/30/2010 | 989.00            | 996.00              | -7.00                |
| 22. MOLSON COORS BREWING                  | 08/06/2009    | 03/25/2010 | 939.00            | 1,006.00            | -67.00               |
| 3000. MORGAN STANLEY                      | 04/07/2010    | 04/30/2010 | 3,079.00          | 3,084.00            | -5.00                |
| 105. MYLAN LABS INC                       | 08/28/2009    | 03/25/2010 | 2,346.00          | 1,557.00            | 789.00               |
| 37. NAVISTAR INTERNATIONAL                | 08/06/2009    | 03/25/2010 | 1,637.00          | 1,516.00            | 121.00               |
| 86. NORDSTROM INC                         | 05/20/2009    | 03/25/2010 | 3,584.00          | 1,945.00            | 1,639.00             |
| 10. PNC BANK CORP                         | 04/08/2009    | 03/25/2010 | 615.00            | 309.00              | 306.00               |
| 34. PACKAGING CORP OF                     | 04/17/2009    | 03/25/2010 | 836.00            | 474.00              | 362.00               |
| 40. PARKER HANNIFIN CORP                  | 06/02/2009    | 03/25/2010 | 2,632.00          | 1,815.00            | 817.00               |
| 2000. GCB PEPSICO, INC                    |               |            |                   |                     |                      |
| CONTRA CUSIP FOR 713448BJ6 DTD 10/24/2009 | 10/24/2009    | 11/02/2010 | 2,626.00          | 2,488.00            | 138.00               |
| 406. PFIZER INC COM                       | 08/28/2009    | 03/25/2010 | 7,072.00          | 6,486.00            | 586.00               |
| 15. POLO RALPH LAUREN CORP                | 08/06/2009    | 03/25/2010 | 1,285.00          | 1,028.00            | 257.00               |
| 78. PRINCIPAL FINANCIAL                   | 08/06/2009    | 03/25/2010 | 2,286.00          | 1,930.00            | 356.00               |
| 37. SEMpra ENERGY                         | 06/26/2009    | 03/25/2010 | 1,814.00          | 1,822.00            | -8.00                |
| <b>Totals</b>                             |               |            |                   |                     |                      |

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CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Short-term Capital Gains and Losses

58-1947471

| Description  | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Short-term<br>Gain/Loss |
|--|------------------|--------------|----------------------|------------------------|-------------------------|
| 3000. SUNTRUST BANK  |                  |              |                      |                        |                         |
| ATLANTA 6.375% 04/01/2   | 04/08/2010       | 12/10/2010   | 3,048.00             | 3,143.00               | -95.00                  |
| 1000. TARGET CORP CALLABLE   |                  |              |                      |                        |                         |
| 5.375% 05/01/2017  | 04/07/2010       | 07/08/2010   | 1,136.00             | 1,083.00               | 53.00                   |
| 1000. TRAVELERS COMPANIES,<br>INC. CALLABLE SERIES: MTN 6.25% 06/15/02   | 07/07/2010       | 08/09/2010   | 1,121.00             | 1,064.00               | 57.00                   |
| 3000. US BANK NA 6.375%<br>DTD 7/26/01 DUE 8/1/2011  | 04/07/2010       | 04/29/2010   | 3,187.00             | 3,201.00               | -14.00                  |
| 3000. UNITED STATES<br>TREASURY N/B DTD 02/15/08   | 04/07/2010       | 05/19/2010   | 3,084.00             | 2,815.00               | 269.00                  |
| 2013.4 UNITED STATES<br>TREASURY INFLATION INDEX BOND DTD 07/05/07   | 07/07/2010       | 05/10/2010   | 2,059.00             | 2,021.00               | 38.00                   |
| 1013.35 UNITED STATES<br>TREASURY INFLATION INDEX BOND DTD 07/05/07  | 07/07/2010       | 12/07/2010   | 1,085.00             | 1,017.00               | 68.00                   |
| 3000. UNITED STATES<br>TREASURY N/B DTD 2/28/09  | 05/19/2010       | 12/10/2010   | 3,005.00             | 3,013.00               | -8.00                   |
| 3000. UNITED STATES<br>TREASURY N/B DTD 11/30/09   | 04/21/2010       | 04/26/2010   | 2,998.00             | 2,997.00               | 1.00                    |
| 2000. UNITED STATES<br>TREASURY N/B DTD 11/30/09   | 04/30/2010       | 05/10/2010   | 2,000.00             | 1,999.00               | 1.00                    |
| 3000. UNITED STATES<br>TREASURY N/B DTD 11/30/09   | 07/08/2010       | 11/16/2010   | 3,014.00             | 3,010.00               | 4.00                    |
| 2000. UNITED STATES<br>TREASURY N/B DTD 11/30/09   | 12/07/2010       | 12/10/2010   | 2,008.00             | 2,009.00               | -1.00                   |
| 20. UNITED TECHNOLOGIES<br>1000. WACHOVIA CORP DTD<br>06/08/07 5.75% 06/15/2   | 05/01/2009       | 03/25/2010   | 1,473.00             | 990.00                 | 483.00                  |
| 171. WELLS FARGO & CO NEW<br>13. YUM BRANDS INC<br>39. AXIS CAPITAL HOLDINGS<br>113. NABORS INDUSTRIES LTD<br>35. TRANSOCEAN LTD<br>52. TYCO INTERNATIONAL LTD | 04/07/2010       | 12/07/2010   | 1,107.00             | 1,066.00               | 41.00                   |
|  | 08/28/2009       | 03/25/2010   | 5,451.00             | 4,529.00               | 922.00                  |
|  | 06/26/2009       | 03/25/2010   | 497.00               | 435.00                 | 62.00                   |
|  | 06/19/2009       | 03/25/2010   | 1,219.00             | 993.00                 | 226.00                  |
|  | 06/19/2009       | 03/25/2010   | 2,178.00             | 1,958.00               | 220.00                  |
|  | 03/25/2010       | 09/17/2010   | 2,105.00             | 2,898.00               | -793.00                 |
|  | 08/06/2009       | 03/25/2010   | 1,939.00             | 1,589.00               | 350.00                  |
| TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES  |                  |              | 140,639.00           | 134,010.00             | 6,629.00                |
| Totals   |                  |              | 140,639.00           | 134,010.00             | 6,629.00                |

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CARLTON FOUNDATION 4655000249  
 Schedule D Detail of Long-term Capital Gains and Losses

58-1947471

| Description  | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|---------------------|
| <b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b> |               |            |                   |                     |                     |
| 185. AT&T INC  | 02/13/2009    | 03/25/2010 | 4,859.00          | 4,676.00            | 183.00              |
| 75. ADOBE SYS INC  | 10/24/2008    | 03/25/2010 | 2,739.00          | 2,205.00            | 534.00              |
| 36. AMGEN INC COM  | 03/11/2009    | 03/25/2010 | 2,148.00          | 1,854.00            | 294.00              |
| 26. APACHE CORP COM  | 03/20/2009    | 03/25/2010 | 2,647.00          | 1,904.00            | 743.00              |
| 158. AVON PRODS INC COM                                    | 03/24/2009    | 03/25/2010 | 5,126.00          | 4,766.00            | 360.00              |
| 34108.678 COLUMBIA SHORT TERM BOND FD CL Z                 | 07/17/2007    | 02/11/2010 | 343,949.00        | 343,710.00          | 239.00              |
| 85. COMCAST CORP NEW CL A                                  | 10/03/2008    | 03/25/2010 | 1,579.00          | 1,621.00            | -42.00              |
| 130. DEAN FOODS CO   | 01/27/2009    | 03/25/2010 | 2,049.00          | 2,423.00            | -374.00             |
| 91. WALT DISNEY CO COM                                     | 08/06/2009    | 09/17/2010 | 3,132.00          | 2,532.00            | 600.00              |
| 113. E M C CORP MASS COM                                   | 02/26/2009    | 03/25/2010 | 2,129.00          | 1,264.00            | 865.00              |
| 24. EOG RES INC  | 03/20/2009    | 03/25/2010 | 2,197.00          | 1,418.00            | 779.00              |
| 50. EXELON CORP  | 02/12/2008    | 09/17/2010 | 2,098.00          | 2,598.00            | -500.00             |
| 32. F P L GROUP INC  | 03/24/2009    | 03/25/2010 | 1,514.00          | 1,752.00            | -238.00             |
| 180. GENERAL ELECTRIC CAPITAL CORP 6.625% 6/28/32 SER PINE | 06/18/2003    | 03/25/2010 | 4,516.00          | 4,986.00            | -470.00             |
| 27. GILEAD SCIENCES INC                                    | 03/17/2009    | 03/25/2010 | 1,248.00          | 1,213.00            | 35.00               |
| 15. GOLDMAN SACHS GROUP                                    | 05/09/2008    | 03/25/2010 | 2,676.00          | 2,817.00            | -141.00             |
| 115. HEWLETT-PACKARD CO                                    | 10/30/2008    | 03/25/2010 | 6,147.00          | 2,944.00            | 3,203.00            |
| 59. INTERNATIONAL BUSINESS                                 | 06/15/2006    | 03/25/2010 | 7,691.00          | 4,641.00            | 3,050.00            |
| 105. JP MORGAN CHASE & CO                                  | 11/29/2006    | 03/25/2010 | 4,807.00          | 4,893.00            | -86.00              |
| 63. KIMBERLY CLARK CORP                                    | 01/27/2009    | 03/25/2010 | 3,972.00          | 3,650.00            | 322.00              |
| 40. LABORATORY CORP AMER                                   | 05/09/2008    | 03/25/2010 | 2,982.00          | 2,870.00            | 112.00              |
| 20. LOCKHEED MARTIN CORP                                   | 03/24/2009    | 03/25/2010 | 1,683.00          | 1,505.00            | 178.00              |
| 126. LOWES CO  | 03/06/2009    | 03/25/2010 | 3,072.00          | 1,692.00            | 1,380.00            |
| 29. MCKESSON HBOC INC                                      | 12/16/2008    | 03/25/2010 | 1,861.00          | 1,090.00            | 771.00              |
| 195. MICROSOFT CORP COM                                    | 09/26/2008    | 03/25/2010 | 5,932.00          | 5,239.00            | 693.00              |
| 60. OCCIDENTAL PETROLEUM                                   | 01/13/2009    | 03/25/2010 | 4,991.00          | 2,996.00            | 1,995.00            |
| 46. PNC BANK CORP  | 02/26/2009    | 03/25/2010 | 2,831.00          | 1,815.00            | 1,016.00            |
| 30. PACKAGING CORP OF                                      | 02/13/2009    | 03/25/2010 | 738.00            | 393.00              | 345.00              |
| 85. PHILIP MORRIS  | 01/27/2009    | 03/25/2010 | 4,432.00          | 3,532.00            | 900.00              |
| 16. PRAXAIR INC  | 08/12/2005    | 03/25/2010 | 1,322.00          | 821.00              | 501.00              |
| <b>Totals</b>  |               |            |                   |                     |                     |

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FEDERAL CAPITAL GAIN DIVIDENDS  
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LONG-TERM CAPITAL GAIN DIVIDENDS  
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15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

305.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

305.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

305.00

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