Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
ANDREA WAITT CARLTON FAMILY FOUNDATION

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

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

A Employer identification number
86-0910220

B Telephone number
615-873-4142

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

H Check type of organization ☒ 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)* ▶$ 56,022,230.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received	0.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	195,461.	195,461.		STATEMENT 1
	4	Dividends and interest from securities	309,116.	309,116.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,660,337.			
	b	Gross sales price for all assets on line 6a 2,794,839.				
	7	Capital gain net income (from Part IV, line 2)		1,660,337.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	414,941.	414,941.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,579,855.	2,579,855.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	204,833.	17,966.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	18,854.	3,026.		0.
	16a	Legal fees STMT 4	13,715.	0.		0.
	b	Accounting fees STMT 5	37,918.	0.		0.
	c	Other professional fees STMT 6	113,124.	113,124.		0.
	17	Interest	3,376.	3,376.		0.
	18	Taxes STMT 7	50,074.	15,850.		0.
	19	Depreciation and depletion	35,326.	35,326.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	331,293.	247,763.		31,805.
	24	**Total operating and administrative expenses** Add lines 13 through 23	808,513.	436,431.		31,805.
	25	Contributions, gifts, grants paid	2,133,500.			2,133,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,942,013.	436,431.		2,165,305.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<362,158.>			
	b	**Net investment income** (if negative, enter -0-)		2,143,424.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
E2700
NOV 21 2011
RS-OSC
OGDEN, UT

SCANNED NOV 28 2011

8
16

023501
12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	91,248.	33,654.	33,654.
	2	Savings and temporary cash investments	4,153,340.	3,446,627.	3,446,627.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 9	2,423,588.	2,115,065.	3,305,161.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	33,764,701.	34,524,125.	49,235,019.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	50,521.	1,769.	1,769.
	16	**Total assets** (to be completed by all filers)	40,483,398.	40,121,240.	56,022,230.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	40,483,398.	40,121,240.	
	30	**Total net assets or fund balances**	40,483,398.	40,121,240.	
	31	**Total liabilities and net assets/fund balances**	40,483,398.	40,121,240.	

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	40,483,398.
2	Enter amount from Part I, line 27a	2	<362,158.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	40,121,240.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,121,240.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,794,839.		2,087,521.	1,660,337.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				1,660,337.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,660,337.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,668,208.	46,069,176.	.036211
2008	2,670,987.	53,083,891.	.050316
2007	3,756,286.	53,817,395.	.069797
2006	2,181,087.	44,233,657.	.049308
2005	2,565,466.	40,951,014.	.062647

2 Total of line 1, column (d)	2	.268279
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	.053656
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	51,435,418.
5 Multiply line 4 by line 3	5	2,759,819.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,434.
7 Add lines 5 and 6	7	2,781,253.
8 Enter qualifying distributions from Part XII, line 4	8	2,165,305.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	42,868.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	42,868.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	42,868.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	72,422.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	72,422.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	29,554.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 29,554. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,DE,NM			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

			Yes	No
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		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

			Yes	No
	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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		204,833.	18,854.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	48,733,127.
b	Average of monthly cash balances	1b	3,485,571.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	52,218,698.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	52,218,698.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	783,280.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,435,418.
6	**Minimum investment return.** Enter 5% of line 5	6	2,571,771.

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

1	Minimum investment return from Part X, line 6			1	2,571,771.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	42,868.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	8,580.		
c	Add lines 2a and 2b			2c	51,448.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,520,323.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,520,323.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,520,323.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,165,305.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,165,305.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,165,305.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					2,520,323.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006					
c From 2007	1,259,975.				
d From 2008	19,753.				
e From 2009					
f Total of lines 3a through e		1,279,728.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,165,305.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					2,165,305.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		355,018.			355,018.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		924,710.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		924,710.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007	904,957.				
c Excess from 2008	19,753.				
d Excess from 2009					
e Excess from 2010					

023581
12-07-10

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

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

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

1 **Information Regarding Foundation Managers:**

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

ANDREA WAITT CARLTON

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16 N/A	NONE	PUBLIC CHARITY		2,133,500.
Total			▶ 3a	2,133,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	195,461.	
4 Dividends and interest from securities			14	309,116.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	414,941.	
8 Gain or (loss) from sales of assets other than inventory	453000	152,757.	18	1,507,580.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		152,757.		2,427,098.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,579,855.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee

Date 11/15/2011

Title Executive Director

Paid Preparer Use Only

Print/Type preparer's name David A. Craig	Preparer's signature David A. Craig, CPA	Date 11/14/11	Check ☐ if self- employed	PTIN
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	
Firm's address ▶ 100 PEABODY PLACE - SUITE 800 MEMPHIS, TN 38103-3626			Phone no 901-322-6700	

ANDREA WAITT CARLTON FAMILY FOUNDATION CONTINUATION FOR 990-PF, PART IV
86-0910220 PAGE 1 OF 2

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CLAYTON, DUBILIER, & RICE FUND VII, LP	P	VARIOUS	VARIOUS
b	LIME ROCK RESOURCES C, LP	P	VARIOUS	VARIOUS
c	MHR INSTITUTIONAL PARTNERS II, LP	P	VARIOUS	VARIOUS
d	NEWPORT ASIA INSTITUTIONAL FUND, LP	P	VARIOUS	VARIOUS
e	PALO ALTO FUND II, LP	P	VARIOUS	VARIOUS
f	PALO ALTO FUND II, LP	P	VARIOUS	VARIOUS
g	PALO ALTO FUND II, LP	P	VARIOUS	VARIOUS
h	UBTI FREE, LP	P	VARIOUS	VARIOUS
i	UBTI FREE, LP	P	VARIOUS	VARIOUS
j	TCW ENERGY FUND XC-NL, LP	P	VARIOUS	VARIOUS
k	TCW ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
l	TCW ENERGY FUND XIV-A, LP	P	VARIOUS	VARIOUS
m	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
n	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
o	YORKTOWN ENERGY PARTNERS VII, LP	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				48.
b				<2,377.>
c				<15,078.>
d				<170.>
e				4,718.
f				86,800.
g				<18,417.>
h				16,790.
i				151,797.
j				<42,663.>
k				333.
l				19,860.
m				4,157.
n				<1,995.>
o				200,376.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				48.
b				<2,377.>
c				<15,078.>
d				<170.>
e				4,718.
f				86,800.
g				<18,417.>
h				16,790.
i				151,797.
j				<42,663.>
k				333.
l				19,860.
m				4,157.
n				<1,995.>
o				200,376.

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

ANDREA WAITT CARLTON FAMILY FOUNDATION
CONTINUATION FOR 990-PF, PART IV
86-0910220 PAGE 2 OF 2

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	YORKTOWN ENERGY PARTNERS VIII, LP	P	VARIOUS	VARIOUS
b	LOWRY HILL - DARUMA - SEE STATEMENT 14	P	VARIOUS	VARIOUS
c	LOWRY HILL - DARUMA - SEE STATEMENT 15	P	VARIOUS	VARIOUS
d	MHR INSTITUTIONAL PARTNERS III, LP	P	VARIOUS	VARIOUS
e	MHR INSTITUTIONAL PARTNERS II, LP	P	VARIOUS	VARIOUS
f	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P	VARIOUS	VARIOUS
g	IP III BLOCKER-I LP - AIV OF MHR IP III LP	P	VARIOUS	VARIOUS
h	NEWPORT ASIA INSTITUTIONAL FUND, LP	P	VARIOUS	VARIOUS
i	VCFA VENTURE PARTNERS III, LP	P	VARIOUS	VARIOUS
j	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
k	WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PO	P	VARIOUS	VARIOUS
l	YORKTOWN ENERGY PARTNERS VII, LP	P	VARIOUS	VARIOUS
m	YORKTOWN ENERGY PARTNERS VIII, LP	P	VARIOUS	VARIOUS
n	YORKTOWN ENERGY PARTNERS VIII, LP	P	VARIOUS	VARIOUS
o	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				<542.>
b	1,625,170.		1,010,096.	615,074.
c	1,169,557.		1,077,425.	92,132.
d				<9,830.>
e				35.
f				97.
g				601.
h				<16.>
i				41.
j				243,752.
k				233,292.
l				14,984.
m				17,156.
n				49,270.
o	112.			112.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<542.>
b				615,074.
c				92,132.
d				<9,830.>
e				35.
f				97.
g				601.
h				<16.>
i				41.
j				243,752.
k				233,292.
l				14,984.
m				17,156.
n				49,270.
o				112.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2 1,660,337.

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

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

SOURCE	AMOUNT
CLAYTON, DUBILIER & RICE FUND VII, LP	0.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	163.
LIME ROCK RESOURCES C, LP	755.
MHR INSTITUTIONAL PARTNERS II, LP	6,699.
MHR INSTITUTIONAL PARTNERS III, LP	9,044.
NEWPORT ASIA INSTITUTIONAL FUND, LP	55.
PALO ALTO FUND II, LP	1,053.
TCW ENERGY FUND XC-NL, LP	32,280.
TCW ENERGY FUND XIV-A, LP	134,421.
UBTI FREE, LP	697.
VCFA VENTURE PARTNERS III, LP	84.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	1,991.
YORKTOWN ENERGY PARTNERS VII, LP	3,656.
YORKTOWN ENERGY PARTNERS VIII, LP	4,563.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	195,461.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLAYTON, DUBILIER & RICE FUND VII (CREDIT), LP	18,661.	0.	18,661.
EUROPACIFIC GROWTH FUND	71,423.	0.	71,423.
GSEP REALTY CORP. PREFERRED DIVIDEND	288.	0.	288.
LOWRY HILL #5000-DIVIDENDS	2,838.	0.	2,838.
LOWRY HILL #5000-US GOVT INT	10,494.	0.	10,494.
LOWRY HILL #5101-DIVIDENDS	14,316.	0.	14,316.
LOWRY HILL #5101-US GOVT INT	128.	0.	128.
MHR INSTITUTIONAL PARTNERS II, LP	51.	0.	51.
MHR INSTITUTIONAL PARTNERS III, LP	77.	0.	77.
NEWPORT ASIA INSTITUTIONAL FUND, LP	77,456.	0.	77,456.
PALO ALTO FUND II LP	32.	0.	32.
PIMCO SHORT TERM FUND	316.	112.	204.
TCW ENERGY FUND XIV-A, LP	3.	0.	3.
UBTI FREE, LP	3,672.	0.	3,672.
VCFA VENTURE PARTNERS III, LP	121.	0.	121.
WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUITY PORTFOLIO	106,857.	0.	106,857.

YORKTOWN ENERGY PARTNERS VII, LP	680.	0.	680.
YORKTOWN ENERGY PARTNERS VIII, LP	1,815.	0.	1,815.
TOTAL TO FM 990-PF, PART I, LN 4	309,228.	112.	309,116.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LIME ROCK RESOURCES C, LP - HEDGING INCOME	75,990.	75,990.	
LIME ROCK RESOURCES C, LP - ROYALTIES	86,920.	86,920.	
MHR INSTITUTIONAL PARTNERS III, LP - SEC. 988 LOSS	<6,378.>	<6,378.>	
NEWPORT ASIA INSTITUTIONAL FUND, LP. - SEC. 988 LOSS	<1,411.>	<1,411.>	
PALO ALTO FUND II, LP - ORD. INCOME	<313.>	<313.>	
TCW ENERGY FUND XC-NL, LP - ROYALTIES	795.	795.	
TCW ENERGY FUND XIV-A, LP - ORD. INCOME	<38,479.>	<38,479.>	
TCW ENERGY FUND XIV-A, LP - OTHER PORTFOLIO INCOME	6,304.	6,304.	
TCW ENERGY FUND XIV-A, LP - ROYALTIES	1,383.	1,383.	
VCFA VENTURE PARTNERS III, LP - ORD INCOME	<61.>	<61.>	
VCFA VENTURE PARTNERS III, LP - OTHER PORTFOLIO INCOME	60.	60.	
VCFA VENTURE PARTNERS III, LP - RRE	4.	4.	
VCFA VENTURE PARTNERS III, LP - FLOW THROUGH	93.	93.	
VCFA VENTURE PARTNERS III, LP - ROYALTIES	1.	1.	
WTC - CTF RESEARCH EQUITY PORTFOLIO - SEC. 988 INCOME	<1.>	<1.>	
YORKTOWN ENERGY PARTNERS VII, LP - ORD INCOME	44,653.	44,653.	
YORKTOWN ENERGY PARTNERS VII, LP - OTHER INCOME	154,159.	154,159.	
YORKTOWN ENERGY PARTNERS VII, LP - ROYALTIES	4,897.	4,897.	
YORKTOWN ENERGY PARTNERS VIII, LP - ORD. INCOME	5,538.	5,538.	
YORKTOWN ENERGY PARTNERS VIII, LP - ROYALTIES	8,516.	8,516.	
MHR INSTITUTIONAL PARTNERS II LP - SEC 988 LOSS	<306.>	<306.>	

IP III BLOCKER-I LP - AIV	48.	48.	
MHR INSTITUTIONAL PARTNERS III LP - ORD INCOME	<283.>	<283.>	
YORKTOWN ENERGY PARTNERS VIII, LP - OTHER INCOME	72,266.	72,266.	
LH OPERATING ACCOUNT	546.	546.	
TOTAL TO FORM 990-PF, PART I, LINE 11	414,941.	414,941.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,715.	0.		0.
TO FM 990-PF, PG 1, LN 16A	13,715.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,918.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	37,918.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT/ADVISORY FEES	109,544.	109,544.		0.
CLAYTON, DUBILIER & RICE FUND VII, LP	839.	839.		0.
MHR INSTITUTIONAL PARTNERS III, LP	445.	445.		0.
TCW ENERGY FUND XC-NL, LP	1,471.	1,471.		0.
TCW ENERGY FUND XIV-A, LP	238.	238.		0.
VCFA VENTURE PARTNERS III, LP	88.	88.		0.

YORKTOWN ENERGY PARTNERS VII, LP	215.	215.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	284.	284.		0.
TO FORM 990-PF, PG 1, LN 16C	113,124.	113,124.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,224.	0.		0.
FOREIGN TAXES	9,954.	9,954.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	4,561.	4,561.		0.
UBTI FREE, LP	770.	770.		0.
VCFA VENTURE PARTNERS III, LP	4.	4.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLOIO	561.	561.		0.
EXCISE TAXES	25,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	50,074.	15,850.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	35.	0.		0.
BOOKS, REFERENCE MATERIALS	1,033.	0.		0.
DUES, FEES, & SUBSCRIPTIONS	9,839.	0.		0.
INSURANCE	6,033.	0.		0.
MEALS & ENTERTAINMENT	3,197.	0.		0.
OFFICE SUPPLIES	2,028.	0.		0.
POSTAGE & SHIPPING	2,100.	0.		0.
PUBLIC RELATIONS	8,300.	0.		0.
TRAVEL - BOARD	6,726.	0.		0.
SOFTWARE EXPENSE	1,967.	0.		0.
TELEPHONE	2,739.	0.		0.
TRAINING	131.	0.		0.
TRAVEL	7,039.	0.		0.
PROGRAM EXPENSES	31,805.	0.		31,805.
CLAYTON, DUBILIER & RICE FUND VII, LP	4.	4.		0.

LIME ROCK RESOURCES C, LP	19,810.	19,810.		0.
MHR INSTITUTIONAL PARTNERS II, LP	12,027.	12,027.		0.
MHR INSTITUTIONAL PARTNERS III, LP	22,764.	22,764.		0.
IP III BLOCKER-I LP - AIV OF MHR IP III LP	431.	431.		0.
NEW MEXICO COMMUNITY CAPITAL FUND I, LP	2,796.	2,796.		0.
NEWPORT ASIA INSTITUTIONAL FUND, LP	32,894.	32,894.		0.
PALO ALTO FUND II, LP	9,874.	9,874.		0.
UBTI FREE, LP	31,090.	31,090.		0.
TCW ENERGY FUND XC-NL, LP	9,333.	9,333.		0.
TCW ENERGY FUND XIV-A, LP	29,488.	29,488.		0.
VCFA VENTURE PARTNERS III, LP	2,523.	2,523.		0.
WELLINGTON TRUST COMPANY - CTF RESEARCH EQUITY PORTFOLIO	1,607.	1,607.		0.
YORKTOWN ENERGY PARTNERS VII, LP	37,202.	37,202.		0.
YORKTOWN ENERGY PARTNERS VIII, LP	35,920.	35,920.		0.
MISCELLANEOUS	558.	0.		0.
TO FORM 990-PF, PG 1, LN 23	331,293.	247,763.		31,805.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOWRY HILL #5101 (DARUMA)	2,115,065.	3,305,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,115,065.	3,305,161.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EUROPACIFIC GROWTH FUND	FMV	3,320,822.	4,523,436.
GSEP REALTY CORP.	FMV	2,000.	2,000.
PIMCO SHORT TERM FUND	FMV	21,319.	21,073.
SOWOOD ALPHA FUND	FMV	491,203.	13,877.
CLAYTON, DUBILIER & RICE VII LP	FMV	812,998.	997,479.
CLAYTON, DUBILIER & RICE VII (CREDIT) LP	FMV	114,344.	165,899.

CONVEXITY CAPITAL OFFSHORE LP	FMV	2,732,532.	6,213,840.
INDUS ASIA PACIFIC FUND, LTD.	FMV	500,000.	1,302,824.
INDUS JAPAN FUND, LTD.	FMV	500,000.	910,437.
INDUS STRUCTURED FINANCE FUND	FMV	681,625.	375,215.
LIME ROCK RESOURCES LP	FMV	772,267.	692,766.
MAVERICK FUND, LTD.	FMV	1,500,000.	2,679,379.
MHR INSTITUTIONAL PARTNERS II	FMV	765,656.	1,330,858.
MHR INSTITUTIONAL PARTNERS III	FMV	972,800.	1,116,672.
NEW MEXICO COMMUNITY CAPITAL FUND	FMV	43,819.	46,225.
NEWPORT ASIA INSTITUTIONAL FUND	FMV	2,434,896.	3,723,428.
OZ OVERSEAS FUND, LTD.	FMV	1,000,000.	2,164,501.
UBTI FREE, LP	FMV	2,166,062.	2,532,086.
PALO ALTO FUND II	FMV	785,152.	533,933.
PERRY PARTNERS INTERNATIONAL	FMV	1,000,000.	1,639,685.
SWIFTCURRENT OFFSHORE LTD. - CLASS A	FMV	1,950,284.	3,493,935.
SWIFTCURRENT OFFSHORE LTD. - CLASS D	FMV	32,734.	31,770.
SWIFTCURRENT OFFSHORE LTD. - CLASS E	FMV	92,035.	84,599.
TCW ENERGY FUND XC	FMV	651,119.	550,711.
TCW ENERGY FUND XIV	FMV	1,231,188.	1,461,271.
LOWRY HILL #5000 (VCFA VENTURE PARTNERS III)	FMV	34,891.	80,069.
VIKING GLOBAL EQUITIES	FMV	1,500,000.	4,507,681.
WELLINGTON TRUST COMPANY	FMV	7,075,440.	6,662,550.
YORKTOWN ENERGY PARTNERS VII	FMV	689,754.	708,865.
YORKTOWN ENERGY PARTNERS VIII	FMV	649,185.	667,955.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,524,125.	49,235,019.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE - ACCRUED 2009 REIMBURSEMENT	48,402.	0.	0.
RECEIVABLE - INVESTMENT INCOME	2,119.	1,364.	1,364.
RECEIVABLE - CASH DISTRIBUTION	0.	405.	405.
TO FORM 990-PF, PART II, LINE 15	50,521.	1,769.	1,769.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA WAITT CARLTON PO BOX 58389 NASHVILLE, TN 37205	PRESIDENT/DIRECTOR 4.00	0.	0.	0.
DONALD E. POPPEN PO BOX 58389 NASHVILLE, TN 37205	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
JENNIFER KRONEBUSCH PO BOX 58389 NASHVILLE, TN 37205	SECRETARY/TREASURER/DIRECT 2.00	0.	0.	0.
JACQUE J. ROBERTS PO BOX 58389 NASHVILLE, TN 37205	ASSISTANT SECRETARY 1.00	0.	0.	0.
CHARLES MOSLEY PO BOX 58389 NASHVILLE, TN 37205	DIRECTOR 1.00	0.	0.	0.
STEVEN RASMUSSEN PO BOX 58389 NASHVILLE, TN 37205	EXEC DIRECTOR 40.00	204,833.	18,854.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		204,833.	18,854.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEVEN RASMUSSEN
PO BOX 58389
NASHVILLE, TN 37205

TELEPHONE NUMBER

615-873-4142

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

PROPOSALS MAY BE SUBMITTED AT ANY TIME AND ARE REVIEWED ON A REVOLVING BASIS. FUNDING REQUESTS ARE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

ANDREA WAITT CARLTON FAM FDN -DARUMA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
200. ACXIOM CORP COM	10/26/2009	11/18/2010	3,497.53	1,960.86	1,536.67
310. ACXIOM CORP COM	10/26/2009	12/01/2010	5,468.36	3,039.33	2,429.03
1900. ALLSCRIPTS HEALTHCARE SOLUTIONS INC	02/25/2009	06/07/2010	35,424.89	18,034.80	17,390.09
40. AMERIGROUP CORP	07/28/2009	10/25/2010	1,721.33	1,134.61	586.72
250. AMERIGROUP CORP	07/28/2009	10/26/2010	10,503.47	7,091.30	3,412.17
1000. BRADY CORP	07/20/2007	06/07/2010	27,534.83	37,022.66	-9,487.83
390. BRADY CORP	07/11/2007	07/07/2010	9,788.05	14,179.04	-4,390.99
700. COSTAR GROUP, INC	05/06/2009	06/07/2010	28,126.50	25,062.24	3,064.26
1000. COVANCE INC COM	10/23/2008	04/26/2010	60,040.18	27,912.53	32,127.65
500. COVANCE INC COM	03/01/2002	04/27/2010	30,081.54	8,755.00	21,326.54
900. DENTSPLY INTL INC COM	11/09/2001	04/16/2010	31,422.87	13,329.00	18,093.87
1800. DENTSPLY INTL INC COM	11/09/2001	04/20/2010	62,971.39	26,658.00	36,313.39
200. DEVRY INC DEL COM	01/22/2003	05/05/2010	12,375.29	3,359.86	9,015.43
1300. DEVRY INC DEL COM	01/22/2003	05/06/2010	78,618.90	21,839.09	56,779.81
600. GARDNER DENVER INC COMMON STOCK	07/27/2009	08/12/2010	29,607.45	18,027.00	11,580.45
230. GARDNER DENVER INC COMMON STOCK	07/28/2009	08/17/2010	11,547.48	6,779.41	4,768.07
870. GARDNER DENVER INC COMMON STOCK	07/28/2009	08/24/2010	41,510.21	25,643.86	15,866.35
1100. GARTNER INC	06/05/2009	06/07/2010	26,179.55	17,780.40	8,399.15
700. GARTNER INC	06/05/2009	06/23/2010	17,370.83	11,253.60	6,117.23
800. GARTNER INC	06/04/2009	06/25/2010	19,592.70	12,808.80	6,783.90
400. GARTNER INC	06/04/2009	09/10/2010	11,014.97	6,404.40	4,610.57
1380. GARTNER INC	06/04/2009	09/13/2010	38,194.30	20,396.11	17,798.19
620. GARTNER INC	05/19/2009	09/17/2010	17,151.01	9,103.83	8,047.18
100. ITT EDL SVCS INC COM	03/19/2008	05/27/2010	10,202.06	5,162.18	5,039.88
600. ITT EDL SVCS INC COM	03/28/2008	06/01/2010	59,753.52	26,823.33	32,930.19
900. IDEX CORP	01/14/2003	04/19/2010	30,702.98	12,820.00	17,882.98
1200. IDEX CORP	01/15/2003	05/10/2010	39,098.09	16,708.33	22,389.76
1200. IDEX CORP	01/15/2003	05/11/2010	39,126.89	16,533.33	22,593.56
Totals					

ANDREA WAITT CARLTON FAM FDN -DARUMA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
800. LANCE INC	03/09/2006	06/07/2010	15,103.98	16,835.60	-1,731.62
700. LANCE INC	01/20/2006	06/24/2010	12,144.79	14,529.90	-2,385.11
500. LANCE INC	01/20/2006	07/09/2010	8,431.95	10,378.50	-1,946.55
1300. LANCE INC	02/26/2007	09/10/2010	28,521.51	26,781.30	1,740.21
900. LITTELFUSE INC COM	07/24/2007	03/01/2010	32,579.58	32,314.50	265.08
500. LITTELFUSE INC COM	07/24/2007	04/16/2010	20,244.00	17,733.16	2,510.84
900. LITTELFUSE INC COM	07/10/2007	06/07/2010	30,266.48	31,327.47	-1,060.99
440. LITTELFUSE INC COM	12/15/2008	10/27/2010	18,768.09	14,203.85	4,564.24
130. LITTELFUSE INC COM	12/15/2008	10/28/2010	5,574.95	2,104.80	3,470.15
580. LULULEMON ATHLETICA INC	06/11/2009	07/19/2010	21,899.38	8,017.40	13,881.98
480. LULULEMON ATHLETICA INC	06/11/2009	12/30/2010	33,224.69	6,635.09	26,589.60
1600. MINE SAFETY APPLIANCES CO	02/29/2008	03/05/2010	40,091.81	65,906.92	-25,815.11
800. MINE SAFETY APPLIANCES CO	02/01/2007	03/08/2010	20,399.74	30,640.00	-10,240.26
300. 99 CENTS ONLY STORES COM	12/13/2006	06/07/2010	4,030.52	3,617.04	413.48
600. ROVI CORPORATION	02/07/2006	04/16/2010	22,448.74	11,123.25	11,325.49
1200. ROVI CORPORATION	01/25/2006	06/07/2010	44,485.28	22,014.00	22,471.28
800. ROVI CORPORATION	01/25/2006	06/17/2010	30,546.76	14,676.00	15,870.76
610. ROVI CORPORATION	01/25/2006	08/06/2010	26,854.24	11,190.45	15,663.79
310. ROVI CORPORATION	11/12/2008	10/11/2010	15,423.66	3,799.79	11,623.87
230. ROVI CORPORATION	11/12/2008	12/08/2010	13,123.36	2,246.41	10,876.95
500. SEMTECH CORP COM	11/25/2008	06/07/2010	8,487.85	5,366.90	3,120.95
800. SHUTTERFLY INC	11/08/2007	03/18/2010	18,555.84	24,518.44	-5,962.60
1600. SHUTTERFLY INC	01/04/2008	06/07/2010	36,175.38	36,040.80	134.58
890. SHUTTERFLY INC	02/28/2008	10/08/2010	22,898.69	16,638.29	6,260.40
900. SOTHEBYS	11/17/2008	03/26/2010	28,739.60	8,106.12	20,633.48
900. SOTHEBYS	11/17/2008	05/10/2010	29,691.39	8,106.12	21,585.27
1100. SOTHEBYS	12/30/2008	06/07/2010	32,666.69	9,388.36	23,278.33
690. SOTHEBYS	03/02/2009	10/12/2010	25,980.41	5,549.51	20,430.90
160. SOTHEBYS	03/02/2009	11/04/2010	7,209.39	1,049.58	6,159.81
140. SOTHEBYS	03/02/2009	11/05/2010	6,486.02	918.39	5,567.63
200. UNITED NAT FOODS INC	03/30/2009	06/07/2010	6,553.71	3,669.26	2,884.45
250. UNITED NAT FOODS INC	03/30/2009	12/02/2010	9,230.49	4,586.58	4,643.91
120. UNITED NAT FOODS INC	03/30/2009	12/03/2010	4,417.19	2,201.56	2,215.63
70. UNITED NAT FOODS INC	03/30/2009	12/06/2010	2,584.46	1,284.24	1,300.22
500. UNITED STATIONERS INC COM	01/09/2003	06/07/2010	26,677.04	12,473.36	14,203.68
Totals					

JSA
0F0970 2 000

ANDREA WAITT CARLTON FAM FDN -DARUMA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
500. WABTEC CORP	10/06/2008	06/07/2010	20,699.14	11,878.66	8,820.48
400. ASPEN INSURANCE HOLDINGS	01/05/2009	06/07/2010	9,793.59	9,853.56	-59.97
400. ASPEN INSURANCE HOLDINGS	01/05/2009	12/16/2010	11,721.80	9,853.56	1,868.24
350. ASPEN INSURANCE HOLDINGS	01/05/2009	12/17/2010	10,204.07	8,599.31	1,604.76
210. ASPEN INSURANCE HOLDINGS	12/31/2008	12/20/2010	6,063.14	5,078.37	984.77
130. ASPEN INSURANCE HOLDINGS	12/31/2008	12/22/2010	3,766.99	3,143.75	623.24
100. ASPEN INSURANCE HOLDINGS	12/31/2008	12/23/2010	2,881.72	2,418.27	463.45
320. ASPEN INSURANCE HOLDINGS	12/31/2008	12/28/2010	9,239.81	7,738.46	1,501.35
160. ASPEN INSURANCE HOLDINGS	12/31/2008	12/29/2010	4,607.28	3,869.23	738.05
530. ASPEN INSURANCE HOLDINGS	01/28/2009	12/30/2010	15,188.11	12,106.43	3,081.68
1300. VALIDUS HOLDINGS LTD	01/06/2009	06/07/2010	31,859.99	33,960.38	-2,100.39
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1625170.00	1010096.00	615,075.00
Totals			1625170.00	1010096.00	615,075.00

JSA
0F0970 2 000

ANDREA WAITT CARLTON FAM FDN -DARUMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1300. ACXIOM CORP COM	06/09/2009	02/04/2010	21,046.73	15,514.85	5,531.88
700. ACXIOM CORP COM	06/09/2009	02/05/2010	11,129.36	8,354.15	2,775.21
1500. ACXIOM CORP COM	06/09/2009	02/08/2010	23,729.99	17,236.47	6,493.52
1000. ACXIOM CORP COM	06/03/2009	05/13/2010	19,311.27	11,329.70	7,981.57
1000. ACXIOM CORP COM	10/15/2009	05/17/2010	18,360.38	10,640.35	7,720.03
1700. ACXIOM CORP COM	10/15/2009	06/07/2010	26,807.01	16,916.70	9,890.31
850. ACXIOM CORP COM	08/31/2010	10/13/2010	14,960.68	10,449.05	4,511.63
190. ACXIOM CORP COM	08/31/2010	10/27/2010	3,317.34	2,335.67	981.67
380. ACXIOM CORP COM	08/31/2010	10/28/2010	6,638.67	4,671.34	1,967.33
130. ACXIOM CORP COM	08/31/2010	11/02/2010	2,314.57	1,598.09	716.48
120. ACXIOM CORP COM	08/31/2010	11/03/2010	2,141.41	1,475.16	666.25
140. ACXIOM CORP COM	08/31/2010	11/11/2010	2,445.89	1,721.02	724.87
10. ACXIOM CORP COM	08/31/2010	11/18/2010	174.88	122.93	51.95
4600. ADVANTAGE OIL & GAS LTD	01/15/2010	06/07/2010	28,655.67	31,088.58	-2,432.91
600. AIR METHODS CORP COM	08/27/2009	06/07/2010	19,160.19	20,691.18	-1,530.99
1350. ALLSCRIPTS HEALTHCARE SOLUTIONS INC	03/08/2010	10/08/2010	25,045.72	22,545.11	2,500.61
1200. AMERIGROUP CORP	06/01/2010	06/07/2010	43,062.00	38,941.92	4,120.08
800. BALLY TECHNOLOGIES INC	10/08/2009	06/07/2010	31,355.70	32,374.16	-1,018.46
1700. CHIQUITA BRANDS INTL INC	03/25/2010	06/07/2010	21,759.63	27,581.14	-5,821.51
130. CHIQUITA BRANDS INTL INC	03/25/2010	10/26/2010	1,854.45	2,109.15	-254.70
220. CHIQUITA BRANDS INTL INC	03/25/2010	10/27/2010	3,077.04	3,569.32	-492.28
350. CHIQUITA BRANDS INTL INC	03/25/2010	10/28/2010	4,630.74	5,678.47	-1,047.73
2200. CONVERGYS CORP	03/25/2010	06/07/2010	22,034.38	27,849.77	-5,815.39
1600. ECLIPSYS CORP	03/24/2010	06/07/2010	30,371.16	33,815.27	-3,444.11
380. ECLIPSYS CORP	03/18/2010	08/16/2010	7,887.37	7,993.87	-106.50
330. ECLIPSYS CORP	03/18/2010	08/16/2010	6,867.81	6,942.05	-74.24
780. ECLIPSYS CORP	03/18/2010	08/17/2010	16,046.28	16,019.87	26.41
310. ECLIPSYS CORP	03/08/2010	08/18/2010	6,302.75	6,212.43	90.32
800. GARDNER DENVER INC COMMON STOCK	09/28/2009	06/07/2010	35,149.16	28,061.04	7,088.12
300. GARDNER DENVER INC COMMON STOCK	09/28/2009	06/17/2010	14,253.95	9,516.63	4,737.32
200. GARDNER DENVER INC COMMON STOCK	07/27/2009	06/30/2010	9,063.84	6,009.00	3,054.84
Totals					

ANDREA WAITT CARLTON FAM FDN -DARUMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
110. GRAND CANYON EDUCATION INC	10/11/2010	12/08/2010	2,079.96	2,492.24	-412.28
120. GRAND CANYON EDUCATION INC	10/11/2010	12/09/2010	2,251.58	2,718.80	-467.22
210. GRAND CANYON EDUCATION INC	10/11/2010	12/10/2010	3,909.48	4,757.91	-848.43
180. GRAND CANYON EDUCATION INC	10/11/2010	12/14/2010	3,382.14	4,078.21	-696.07
270. GRAND CANYON EDUCATION INC	10/11/2010	12/15/2010	5,087.49	6,117.31	-1,029.82
140. GRAND CANYON EDUCATION INC	10/11/2010	12/16/2010	2,622.93	3,171.94	-549.01
460. GRAND CANYON EDUCATION INC	10/11/2010	12/17/2010	8,594.17	10,422.07	-1,827.90
270. GRAND CANYON EDUCATION INC	10/20/2010	12/20/2010	5,042.35	5,472.53	-430.18
320. GRAND CANYON EDUCATION INC	11/10/2010	12/22/2010	6,004.18	6,075.25	-71.07
400. ITT EDL SVCS INC COM	01/27/2010	05/27/2010	40,808.23	42,099.51	-1,291.28
1400. ICONIX BRAND GROUP INC	04/26/2010	06/07/2010	21,506.43	25,298.00	-3,791.57
1300. INTERFACE INC CL A	09/29/2009	04/27/2010	15,724.27	11,661.26	4,063.01
3100. INTERFACE INC CL A	09/29/2009	06/07/2010	33,081.08	22,827.02	10,254.06
100. J CREW GROUP INC	09/15/2010	12/23/2010	4,306.92	3,479.00	827.92
1370. J CREW GROUP INC	09/15/2010	12/28/2010	58,907.49	46,917.21	11,990.28
660. J CREW GROUP INC	10/29/2010	12/29/2010	28,387.69	21,193.15	7,194.54
1000. LULULEMON ATHLETICA INC	06/05/2009	04/19/2010	44,217.15	14,118.20	30,098.95
900. LULULEMON ATHLETICA INC	06/11/2009	06/07/2010	35,237.64	12,440.79	22,796.85
600. MAXIMUS INC	04/19/2010	06/07/2010	35,327.88	38,265.78	-2,937.90
700. MINE SAFETY APPLIANCES CO	07/28/2009	03/08/2010	17,849.77	19,357.52	-1,507.75
2300. 99 CENTS ONLY STORES COM	12/24/2009	06/07/2010	30,900.66	30,194.89	705.77
700. PROGRESS SOFTWARE CORP	05/17/2010	06/07/2010	22,712.09	23,686.04	-973.95
3400. PROVIDENT FINL SVCS INC	11/05/2009	01/28/2010	39,311.65	35,883.94	3,427.71
1500. RESOURCES CONNECTION INC	12/03/2009	06/07/2010	22,358.62	29,659.29	-7,300.67
2000. RESOURCES CONNECTION INC	11/18/2009	08/02/2010	26,231.16	38,560.28	-12,329.12
2100. RESOURCES CONNECTION INC	03/18/2010	09/13/2010	24,288.81	38,628.57	-14,339.76
800. SEMTECH CORP COM	11/20/2009	06/07/2010	13,580.57	12,809.44	771.13
1300. SYNAPTICS INC	10/27/2009	03/23/2010	32,548.46	31,128.50	1,419.96
1700. SYNAPTICS INC	10/28/2009	03/24/2010	42,546.20	40,108.30	2,437.90
600. UNITED NAT FOODS INC	09/16/2009	06/07/2010	19,661.12	14,545.26	5,115.86
1000. WRIGHT EXPRESS CORP	04/26/2010	06/07/2010	29,891.29	35,563.90	-5,672.61
500. ASPEN INSURANCE HOLDINGS	03/24/2010	06/07/2010	12,241.99	14,328.15	-2,086.16
Totals			1169557.00	1077425.00	92,133.00

JSA
0F0971 2 000

ANDREA WAITT CARLTON FAMILY FOUNDATION EIN 86-0910220

2010 Grants Paid

Grantee Organization	Request Project Title	Amount	Payment Date	Check Number
ACCESS, Inc P O Box 11395 Albuquerque, NM 87192	General Operations	$2,000	12/9/2010	1196
American Bird Convervancy 4249 Loudoun Ave P O Box 249	General Operations	$5,000	12/9/2010	1197
Arthur R. Marshall Foundation 1028 N. Federal Highway Lake Worth, FL 33460	Administrative support	$10,000	9/30/2010	1167
Black Hills Children's Home 24100 S Rockerville Rd. Rapid City, SD 57702	Christmas Need	$3,000	12/9/2010	1199
Bosque School 4000 Learning Road NW Albuquerque, NM 87120	--Bosque Ecosystem Monitoring Program --Endowment Gift	$10,000	9/30/2010	1168
Boy Scouts of America Middle TN Council P O Box 150409 Nashville, TN 37215	General Operations	$10,000	12/9/2010	1210
Cheekwood Botanical Garden & Museum of Art 1200 Forrest Park Drive Nashville, TN 37205	The Chihuly Glass Exhibit has been commissioned to celebrate Cheekwood's 50th anniversary This world renowned glass exhibit will be on display from the end of May through	$25,000	5/19/2010	1051
Cheyenne Mountain Zoo 4250 Cheyenne Mt Zoo Rd Colorado Springs, CO 80906	General Operations	$2,000	12/9/2010	1198
Children's Home Society of South Dakota 801 N Sycamore PO Box 1749 Sioux Falls, SD 57101-1749	Endowment	$50,000	5/19/2010	1052
Children's Home Society of South Dakota 801 N Sycamore PO Box 1749 Sioux Falls, SD 57101-1749	Christmas Needs for Sioux Falls	$5,000	12/9/2010	1199
Christmas Unlimited 2204 E Boulder Colorado Springs, CO 80909	General Operations	$1,000	12/9/2010	1200
Community Foundation of Middle Tennessee PO Box 44025 Nashville, TN 37224	Flood Relief for 2010	$75,000	5/19/2010	1053
Conservation Foundation of Dickinson County P O Box 973 Okoboji, IA 51355	Completion of Dickinson County Nature Center	$50,000	9/30/2010	1169
Crazy Horse Memorial Avenue of the Chiefs Crazy Horse, SD 57730-9506	Endowment Challenge Grant	$100,000	3/26/2010	1024
Doane College 1014 Boswell Avenue Crete, NE 68333	Doane College Health and Recreation Center	$4,000	12/9/2010	1201

2010 Grants Paid

Durango Discovery Museum 1099 Main Avenue #316 Durango, CO 81301	Capital Campaign Project for Phases 2 and 3	$200,000	3/26/2010	1025
El Paso Search and Rescue 3950 Interpark Drive Colorado Springs, CO 80907	General Operations	$2,000	12/9/2010	1202
Emmanuel Baptist Church 405 South Mable Avenue Sioux Falls, SD 57103	Pastor's Discretion	$2,000	12/9/2010	1203
First Baptist Church of Nashville 108 Seventh Ave South Nashville, TN 37203	Pastor's discretion for music program	$1,000	12/9/2010	1204
Friends of Lakeside Lab, Inc. 1105 Grand Avenue Spencer, IA 51355	Endowment and Planning	$100,000	3/26/2010	1026
Friends of Twin City Animal Shelter 1722 E Main Street Lead, SD 57754	General Operations	$1,000	12/9/2010	1205
Gibbon Conservation Center P O Box 800249 Santa Clarita, CA 91380	General Operations Request	$25,000	3/26/2010	1027
Hillsdale College 33 E. College Street Hillsdale, MI 49242	Military Scholarship	$5,000	5/19/2010	1054
Hudson Institute 1015 15th Street NW 6th Floor Washington, DC 20005	General Operating Funds	$25,000	3/26/2010	1028
Iowa Great Lakes Area Chamber of Commerce P O Box 9 Arnold's Park, IA 51331	Fourth of July Fireworks Program	$1,000	5/19/2010	1055
John Jay Institute 2 North Cascade Avenue, Ste 1100 Colorado Springs, CO 80903	Educational Fellowship/Operating Expenses	$50,000	12/22/2010	1231
Lake Area Zoological Society (Bramble Park Zoo) Post Office Box 484 Watertown, SD 57201-0484	Five ongoing program expenses described in the grant request	$25,000	9/30/2010	1170
Land Trust for Tennessee 209 10th Avenue South #530 Nashville, TN 37203-7105	General operating funds support	$20,000	9/30/2010	1171
Martha O'Bryan Center 711 South 7th Street Nashville, TN 37206	Tutoring Support for THRIVE program (Second Life at Stratford)	$10,000	12/9/2010	1207
Maslow Project PO Box 68 Medford, OR 97501	General Operations	$2,000	12/9/2010	1208
Men of Valor 1420 Donelson Pike Ste B6 Nashville, TN 37217	General Operations	$1,000	12/9/2010	1209
Mercy Health Foundation 1010 Three Springs Blvd Durango, CO 81301	Construction of New Regional Medical Center	$100,000	3/26/2010	1029
Montgomery Bell Academy 4001 Harding Road Nashville, TN 37205	Capital Campaign Request - Constructiion	$584,000	3/26/2010	1030
Nashville Area Red Cross Headquarters 2201 Charlotte Avenue Nashville, TN 37203	Flood Relief for 2010	$25,000	5/19/2010	1056

2010 Grants Paid

Nashville Humane Association 213 Oceola Avenue Nashville, TN 37209	Community Spay Neuter Program	$10,000	12/9/2010	1211
Nashville Salvation Army PO Box 78625 Nashville, TN 37207	General Operations	$10,000	12/9/2010	1213
Nashville Zoo 3777 Nolensville Road Nashville, TN 37211	Option 1 sponsorship of the landscaping project or Option 2 A new signage project for orientation, direction, information, identification and interpretation	$50,000	9/30/2010	1172
Nature Conservancy of Tennessee 2021 21st Avenue South C400 Nashville, TN 37212	General Operating support	$10,000	9/30/2010	1173
New Leash on Life PO Box 247 507 Jim Draper Blvd Lebanon, TN 37088	Operating Support for annual budget	$5,000	9/30/2010	1174
Operation Stand Down 1125 12th Avenue, South Nashville, TN 37203	General Operations	$10,000	12/9/2010	1212
Owl's Hill Nature Sanctuary 545 Beech Creek Road Brentwood, TN 37027	Restoration of Frog Leap Pond and purchase equipment for aquatic and watershed programs	$7,500	9/30/2010	1175
Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, DC 20036	Alliance for Charitable Reform (ACR) project	$50,000	9/30/2010	1176
Rio Grande School 715 Camino Cabra Santa Fe, NM 87501	Matching Grant and Building Performing Arts Space	$100,000	3/26/2010	1032
Rivers and Birds PO Box 820 Arroyo Seco, NM 87514	Fund Raiser Staff Person	$10,000	5/19/2010	1057
Rocky Mountain Youth Corps P O Box 1960 Ranchos de Taos, NM 87557	--La Jara Watershed Restoration Project --Satellite Expansion in Northern NM --Community Health Crew	$20,000	5/19/2010	1058
Samaritan's Purse P O Box 3000 Boone,, NC 28607	Year-end Gifting Programs	$5,000	12/9/2010	1214
Sea Shepherd Conservation Society PO Box 2616 Friday Harbor, WA 98250	General Operating Support	$25,000	12/9/2010	1216
Sea Turtle Conservancy 4424 NW 13th Street, Suite B-11 Gainesville, FL 32609	Grant for the rescue of eggs and hatchlings program	$15,000	9/30/2010	1177
Second Harvest Food Bank 331Great Circle Road Nashville, TN 37228	General Operations	$5,000	12/9/2010	1217
South Dakota Community Foundation PO Box 296 Pierre, SD 57501	Selected Projects in Wessington Springs, SD	$2,000	12/9/2010	1215
South Dakota Humanities Council 1215 Trail Ridge Road, Suite A Brookings, SD 57006	Sponsorship of South Dakota One Book Program	$10,000	5/19/2010	1059
Sun Lakes United Methodist Church 9248 East Riggs Road Sun Lakes, AZ 85248	Multi Purpose Education Building	$10,000	12/9/2010	1218

2010 Grants Paid

Tennessee Golf Foundation 400 Franklin Road Franklin, TN 37069	(1) Military Affiliate Program (MAP) and (2) Trustee Level Annual Fund	$20,000	12/9/2010	1219
Tennessee Wildlife Federation 300 Orlando Avenue, #200 Nashville, TN 37209	Staff Expansion	$5,000	9/30/2010	1179
The Wilderness Society 1615 M Street NW Washginton, DC 20036	General Support	$5,000	12/9/2010	1221
Trails and Open Spaces 1040 S 8th Street, Suite 101 Colorado Springs, CO 80905	General Operations	$2,000	12/9/2010	1220
Trust for Public Land 1600 Lena Street, Suite C Santa Fe, NM 87505	Construction and Stewardship Program for the Railyard Park PRoject	$125,000	3/26/2010	1033
University of Iowa Foundation PO Box 4550 Iowa City, Iowa 52244-4550	Requested are 12 new microscopes and accessory cameras for the microbiology lab	$31,000	3/26/2010	1034
Walden's Puddle PO Box 641 8131 Jackman Road Joelton, TN 37080	operational expenses	$10,000	9/30/2010	1180
YMCA of Middle Tennessee 1000 Church Street Nashville, TN 37203	$25,000 is earmarked for the Center for Civic Engagement and $25,000 for general operations or the discretion of the President/CEO	$50,000	12/9/2010	1222
	TOTAL	$2,133,500		

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

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

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

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

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization ANDREA WAITT CARLTON FAMILY FOUNDATION	**Employer identification number** 86-0910220
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 58389	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

● The books are in the care of ▶ SPENCE MANERS, CPA P.O. BOX 58389 - NASHVILLE, TN 37205

Telephone No. ▶ 615-873-4142 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ ☐

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 14,895.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 52,422.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

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

Signature ▶ David A. Craig, CPA Title ▶ Date ▶ 8/8/11

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization ANDREA WAITT CARLTON FAMILY FOUNDATION	**Employer identification number** 86-0910220
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 58389	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ SPENCE MANERS, CPA
  P.O. BOX 58389 - NASHVILLE, TN 37205

  Telephone No. ▶ 615-873-4142 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ______________, and ending ______________.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 14,985.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 52,422.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.**

023841
01-03-11