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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation: **CARLTON FOUNDATION 4655000249**

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: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **MOBILE, AL 36652-2886**

A Employer identification number: **58-1947471**

B Telephone number (see instructions): **251-690-1024**

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

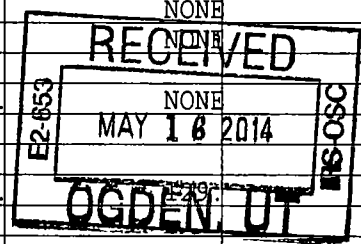
G Check all that apply.  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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) **\$ 608,285.**

J Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STMT 1
	4 Dividends and interest from securities	14,808.	14,729.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,154.			
	b Gross sales price for all assets on line 6a	176,892.			
	7 Capital gain net income (from Part IV, line 2)		25,154.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	39,967.	39,888.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	6,940.	5,552.		1,388.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	800.			800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	237.			
	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	7,977.	5,681.	NONE	2,188.
	25 Contributions, gifts, grants paid	26,000.			26,000.
26 Total expenses and disbursements. Add lines 24 and 25	33,977.	5,681.	NONE	28,188.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,990.				
b Net investment income (if negative, enter -0-)		34,207.			
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 . . . . .	16,151.	30,844.	30,844.
	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 instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	62,065.	57,474.	57,324.
	b	Investments - corporate stock (attach schedule) . . . . .	269,939.	288,696.	363,345.
	c	Investments - corporate bonds (attach schedule) . . . . .	176,987.	154,130.	156,772.
	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) . . . . .	525,142.	531,144.	608,285.	
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) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds . . . . .	525,142.	531,144.		
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 instructions) . . . . .	525,142.	531,144.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	525,142.	531,144.		

**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	525,142.
2	Enter amount from Part I, line 27a . . . . .	2	5,990.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12 . . . . .	3	61.
4	Add lines 1, 2, and 3 . . . . .	4	531,193.
5	Decreases not included in line 2 (itemize) ▶ ROC ADJUSTMENT . . . . .	5	49.
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	531,144.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 176,892.		151,738.	25,154.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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))			
<b>a</b>			25,154.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	25,154.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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 the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	26,709.	564,083.	0.047349
2011	25,151.	569,143.	0.044191
2010	27,648.	557,986.	0.049550
2009	36,678.	565,479.	0.064862
2008	29,939.	608,877.	0.049171
<b>2 Total of line 1, column (d)</b>			0.255123
<b>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</b>			0.051025
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>		590,005.	
<b>5 Multiply line 4 by line 3</b>			30,105.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			342.
<b>7 Add lines 5 and 6</b>			30,447.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			28,188.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	684.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	684.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	684.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	332.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	332.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	352.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>NONE</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .		X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> REGION BANK TRUST DEPT Telephone no. <input type="checkbox"/> (251) 690-1024			
	Located at <input type="checkbox"/> 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 <input type="checkbox"/> 36602			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <input type="checkbox"/> 15			
16	At any time during calendar year 2013, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 2013? . . . . .	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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) . . . . .	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. <input type="checkbox"/>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) . . . . .	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 2013? . . . . .	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 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 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

**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 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 13		6,940.		

**2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		-0-	-0-	-0-

Total number of other employees paid over \$50,000  Yes  No

NONE  
Form 990-PF (2013)

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

**3 Five highest-paid independent contractors for professional services (see 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>		<b>NONE</b>

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	598,990.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	598,990.
<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>	598,990.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,985.
<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>	590,005.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	29,500.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	29,500.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	684.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	684.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	28,816.
<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>	28,816.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	28,816.

**Part XII Qualifying Distributions** (see 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>	28,188.
<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>	28,188.
<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 instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	28,188.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				28,816.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			25,736.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>28,188.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			25,736.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				2,452.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				26,364.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

Part XIV Private Operating Foundations (see 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 2013, 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, d Amounts included in line 2c not used directly for active conduct of exempt activities, e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 16

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 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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 21</p>				26,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				26,000.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), g Fees and contracts from government agencies, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal. Add columns (b), (d), and (e), 13 Total. Add line 12, columns (b), (d), and (e).

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

Table with 2 columns: 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). (See instructions.)

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of... b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following 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 No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here Julie S Ehmka 05/13/2014 TRUST OFFICER REGIONS BANK, TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	5.	5.
TOTAL	5.	5.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS	14,808.	14,729.
TOTAL	14,808.	14,729.

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	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	237.	119. 10.
TOTALS	237.	129.

CARLTON FOUNDATION 4655000249

58-1947471

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA 5% 3/15/2016	5,514.	4,366.	4,396.
US TREAS 6.25% 8/15/2023	7,516.	6,066.	6,423.
US TREAS N/B 2.625% 11/15/2020	10,174.	7,963.	8,130.
US TREAS INF .625% 7/15/2021	7,654.	6,531.	6,312.
FHLM 2.875% 2/9/15	8,528.	6,391.	6,175.
US TREAS 1.375% 11/30/15	22,679.	17,420.	17,329.
US TREAS 2.875% 5/15/43		4,116.	4,052.
US TREAS 1.75% 5/15/23		4,621.	4,507.
TOTALS	62,065.	57,474.	57,324.

CARLTON FOUNDATION 4655000249

58-1947471

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALLERGEN INC	2,473.		3,629.
AMERICAN EXPRESS CO	2,730.		2,013.
AUTO DESK INC		1,672.	3,936.
CVS/CAREMARK CORP	2,524.	1,856.	5,371.
CHEVRON CORP	4,025.	1,793.	1,839.
CISCO SYSTEMS INC	4,444.	3,480.	1,911.
E M C CORP MASS	710.	1,428.	5,667.
EXXONMOBIL CORP	4,502.	830.	3,756.
GE COMPANY	1,896.	4,065.	3,893.
INTEL CORP	3,241.	1,410.	5,673.
J P MORGAN CHASE & CO	5,112.	3,241.	3,572.
JOHNSON & JOHNSON	3,150.	3,983.	
JUNIPER NETWORKS INC	1,570.	2,502.	
MERCK & CO	2,725.	2,725.	3,854.
MONSANTO CO	2,208.		
NEXTERA ENERGY INC	2,689.		3,425.
ORACLE CORP	3,185.	2,151.	3,826.
PEPSICO INC	3,640.	2,621.	3,732.
PHILLIPMORRIS INTL INC	3,279.	2,970.	5,315.
PROCTER & GAMBLE CO	3,251.	3,279.	3,338.
PRUDENTIAL FINANCIAL INC	3,278.	2,609.	2,029.
QUALCOMM INC	2,480.	1,111.	3,564.
SCHLUMBERGER LTD	3,151.	2,052.	3,604.
STRYKER CORP	3,861.	2,478.	1,879.
THERMO FISHER SCIENTIFIC INC	1,424.	1,232.	2,004.
3M CO	3,295.	898.	4,208.
TIFFANY & CO	3,570.	2,460.	1,948.
TRAVELERS COMPANIES INC	2,768.	1,229.	1,901.
UNITED TECHNOLOGIES CORP	762.	1,135.	1,935.

CARLTON FOUNDATION 4655000249

58-1947471

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VERIZON COMMUNICATION	2,293.	998.	1,720.
VISA INC CLASS A SHRS	1,987.	1,530.	4,454.
ARTISAN SMALL CAP VALUE FUND	14,672.	14,672.	18,244.
ARTISAN MID CAP VALUE FUND	13,054.	13,054.	18,524.
BUFFALO SMALL CAP FUND	13,020.	13,020.	19,332.
WALT DISNEY	3,612.	3,968.	5,883.
EMERSON ELECTRIC CORP	1,813.		
GOOGLE	1,761.	1,761.	3,362.
PRAXAIR INC	3,258.	2,749.	3,511.
TEXAS INSTRS INC	3,970.	2,577.	3,513.
WELLS FARGO	5,270.	4,080.	5,448.
LABORATORY CORP AMER HLDGS	3,292.		
BLACKROCK INC	1,680.	747.	1,266.
BROADCOM CORP	3,965.		
HIGH MARK GENEVA MID CAP	14,021.		
ANADARKO PETROLEUM	3,649.	2,919.	3,173.
APPLE INC	5,239.	5,239.	5,049.
BAXTER INTL	1,760.		
DANAHER CORP DEL	3,394.	2,381.	3,628.
HJ HEINZ CO	3,367.		
JOHNSON CTLS INC	3,572.		
LOWE'S COMPANIES	3,479.	2,485.	3,716.
MCDONALDS CORP	3,499.	1,750.	1,941.
METLIFE INC	1,685.		
PHILLIPS 66	1,778.	2,863.	3,779.
TARGET CORP	3,383.	3,383.	3,480.
XCEL ENERGY INC	3,754.		
ACCENTURE PLA - CL A	3,526.	3,187.	3,864.
INVESCO INTL GRWTH FD CL R5	20,021.	34,232.	38,552.

CARLTON FOUNDATION 4655000249

58-1947471

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MFS RESH INTL FD CL I	20,021.	34,010.	38,230.
VIRTUS EMERGING MKTS OPP-I	18,201.	13,888.	13,303.
CITIGROUP INC RR		5,430.	5,472.
CITRIX SYSTEM INC.		1,806.	1,898.
EXPRESS SCRIPTS HOLDING CO		3,690.	3,863.
FORD MOTOR COMPANY COM		3,526.	3,240.
GILEAD SCIENCES INC		1,852.	1,878.
HONEYWELL INTL INC		3,534.	3,655.
INTUIT INC		1,873.	1,908.
MICKESSON CORP		3,253.	3,228.
STARBUCKS CORP		1,604.	1,568.
TJX COS INC. NEW		1,876.	1,912.
UNION PAC CORP		1,643.	1,680.
WAL-MART STORES INC.		3,597.	3,541.
INVESCO LTD		3,569.	3,640.
LYONDELLBASELL INDUSTRIES CL-A		1,917.	2,007.
AMERICAN CENTURY SM CAP VAL		4,326.	4,463.
JP MORGAN MID CAP VALUE FD		4,198.	4,090.
NATIONWIDE GENEVA MID CAP		18,010.	21,769.
VIRTUS SM-MID CAP FD -I		1,700.	1,739.
TOTALS	269,939.	288,696.	363,345.

CARLTON FOUNDATION 4655000249

58-1947471

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA # 735912, 5.5% 10/1/2035	7,858.	4,300.	4,489.
FNMA # 845126, 5% 12/1/2020	3,709.	1,784.	1,815.
FNMA # 950796 6% 10/1/2037	9,327.	4,681.	4,878.
FNMA # 993733, 5.5% 9/1/2023	3,953.	2,883.	2,954.
AT&T 5.6% 5/15/2018	2,120.	2,120.	2,271.
BARCLAYS BANK 3.9% 4/7/2015	3,067.	2,003.	2,082.
CSX CORP 6.25% 4/1/2015	2,227.	2,227.	2,132.
CA INC 5.375% 12/1/2019	2,014.	2,014.	2,224.
CATERPILLAR 7.9% 12/15/2018	2,443.	3,757.	3,760.
CITIGROUP 6% 12/13/2013	3,233.		
COMCAST CORP 5.7% 7/1/2019	2,103.	2,103.	2,312.
CREDIT SUISSE NY 5.5% 5/1/2014	5,461.	4,351.	4,065.
DIRECTV HLDG 3.55% 3/15/2015	3,127.	2,072.	2,066.
GOLDMAN SACHS 7.5% 2/15/2019	2,196.	2,196.	2,436.
GOLDMAN SACHS 6% 5/1/2014	3,219.	2,124.	2,036.
HESS CORP 8.125% 2/15/2019	2,429.	2,429.	2,484.
HEW PACKARD 2.2% 12/2/2010	2,993.	1,994.	2,044.
J P MORGAN 6.3% 4/23/2019	2,187.	2,187.	2,361.
KRAFT FOODS 1.625%		2,036.	2,025.
MERILL LYNCH 6.875% 4/25/18	2,171.	2,171.	2,365.
MERILL LYNCH 6.11% 1/29/37	1,879.	1,879.	2,157.
MORGAN STAN 5.625% 9/23/19	2,000.	2,000.	2,273.
ORACLE 5.75% 4/15/2018	2,206.	2,206.	2,311.
PETROBRAS INTL 5.75% 1/20/2020	5,310.	4,166.	4,116.
PFIZER INC 6.2% 3/15/2019	2,260.	2,260.	2,371.
PRUDENTIAL FIN 4.5% 11/15/2020	1,986.	1,986.	2,146.
TALISMAN ENERGY 7.75% 6/1/2019	2,386.	2,386.	2,395.
TARGET CORP 5.375% 5/1/2017	2,166.	2,166.	2,248.
TIME WARNER 6.75% 7/1/2018	2,251.	2,251.	2,243.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WACHOVIA CORP 5.75% 6/15/2017	2,132.	2,132.	2,281.
FNMA POOL # AH6827	2,991.	1,929.	1,946.
FNMA POOL # AL0393	2,328.	1,746.	1,744.
FNMA POOL # 735580	2,985.	1,816.	1,829.
FNMA POOL # AE3066	2,574.	1,745.	1,760.
AFLAC INC 8.5% 5/15/2019	2,475.	2,475.	2,554.
AMERICAN EXPRESS 2.75% 9/15/15	3,092.	2,040.	2,070.
ANHEUSER-BUSCH 2.875% 2/15/16	3,076.	2,011.	2,082.
DUKE ENERGY 2.15% 11/15/16	3,046.	2,002.	2,050.
GE CAPITAL 5.3% 2/11/21	2,020.	2,020.	2,237.
GE CAPITAL 5.875% 1/14/38	2,068.		
INTEL CORP 3.3% 10/1/21	3,064.	1,993.	1,987.
MORGAN STANLEY 4.2% 11/20/14	3,056.	2,010.	2,064.
ONTARIO 1.375% 1/27/14	5,016.	4,001.	4,003.
SUNTRUST BKS 3.5% 1/20/17	3,079.	1,998.	2,103.
TEVA PHARMA 1.7% 11/10/14	3,022.		
TOYOTA MOTOR 3.4% 9/15/21	1,995.	1,995.	2,030.
FHLM 4.5% 8/1/40	1,553.	1,035.	1,029.
FHLM 5% 12/1/36	1,594.	1,676.	1,670.
FHLM 4% 11/1/40	1,702.	1,349.	1,292.
FNMA 5.5% 7/1/34	3,745.	2,330.	2,343.
FNMA 4% 6/1/39	1,270.	788.	768.
FNMA 3% 5/1/27	1,870.	1,499.	1,462.
FNMA 4.5% 6/1/40	1,614.	1,059.	1,054.
BHP BILLITON FIN 1%	4,994.	3,992.	4,022.
CHEVRON CORP 1.104%	3,013.		
CISCO SYSTEMS 5.5%	3,441.		
INTL BUS MACHINES 1.95%	5,184.		
MONDELEZ INTL 4.125%	2,026.		

CARLTON FOUNDATION 4655000249

58-1947471

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROYAL BK OF CAN 1.2%	4,008.	3,999.	3,963.
VERIZON COMM 6%	1,990.	1,990.	2,196.
WALMART 6.2%	2,683.	2,683.	2,404.
FHLM 4.5% 12/1/39		641.	632.
FHLM #A94713 4% 11/1/40		586.	563.
FNMA 5.5% 11/1/39		3,574.	3,595.
FNMA 4% 2/1/41		1,692.	1,685.
FNMA 3.5% 10/1/26		964.	949.
FNMA 3.5% 11/1/42		1,788.	1,782.
FNMA 4% 8/1/24		827.	819.
FNMA 3.5% 3/1/41		2,414.	2,274.
APPLE INC 1%		1,997.	1,934.
CITIGROUP 1.25% 1/15/16		2,007.	2,007.
DIRECTV HLDGS 3.5% 3/1/16		2,133.	2,099.
MARATHON OIL .9%		2,000.	2,002.
TOTALS	176,987.	154,130.	156,772.

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

=====

DESCRIPTION

-----

AMOUNT

-----

OID INCOME  
ROUNDING

57.

4.

TOTAL

-----  
61.

=====

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 ..... 6,940.

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:

KATHLEEN IVY LANE

ADDRESS:

208 BYRON PLANTATION RD

ALBANY, GA 31721

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

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

=====

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

TOTAL COMPENSATION:

6,940.

=====

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

```

=====
MONTH                LINE 1a-FMV          LINE 1b-FMV          LINE 1c-FMV
-----                SECURITIES          CASH BALANCES        OTHER ASSETS
-----                -----
JANUARY              577,474.
FEBRUARY             581,456.
MARCH                590,323.
APRIL                596,408.
MAY                  598,088.
JUNE                 587,709.
JULY                 604,429.
AUGUST               591,285.
SEPTEMBER            605,974.
OCTOBER              619,539.
NOVEMBER             626,904.
DECEMBER             608,285.
-----
TOTAL                 7,187,874.
=====
AVERAGE FMV         598,990.
=====
    
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CARLTON FOUNDATION 4655000249  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

58-1947471

RECIPIENT NAME:

REGIONS BANK - 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 16

=====

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:

PC

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:

PC

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:

PC

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

=====

RECIPIENT NAME:

DEERFIELD-WINDSOR SCHOOL

ADDRESS:

P O BOX 71149  
ALBANY, GA 31708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PC

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

RECIPIENT NAME:

HUMANE SOCIETY OF ALBANY

ADDRESS:

P O BOX 3151  
ALBANY, GA 31706

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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:

PC

AMOUNT OF GRANT PAID ..... 3,000.

=====

RECIPIENT NAME:

LIBERTY HOUSE

ADDRESS:

P.O. BOX 2046  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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:

PC

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

RECIPIENT NAME:

GIRLS INC OF ALBANY

ADDRESS:

701 PARK PLACE  
ALBANY, GA 31702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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

=====

RECIPIENT NAME:

YOUNG LIFE ALBANY

ADDRESS:

P O BOX 70053  
ALBANY, GA 31708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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

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:

PC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

ST PAUL'S EPISCOPAL CHURCH

ADDRESS:

212 NORTH JEFFERSON ST  
ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PC

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

=====

RECIPIENT NAME:

GRACEWAY RECOVERY RESIDENCE

ADDRESS:

412 W TIFT AVENUE

ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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

RECIPIENT NAME:

ALBANY AREA YMCA

ADDRESS:

1701 GILLIONVILLE ROAD

ALBANY, GA 31707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PC

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

TOTAL GRANTS PAID:

26,000.

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