

Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

Department of the Treasury Internal Revenue Service

For calendar year 2019 or tax year beginning 2019, and ending 20

Name of foundation: CARLTON FOUNDATION
Employer identification number: 58-1947471
Telephone number: 205-420-7753
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 595,202

ENVELOPE POSTMARK DATE MAY 15 2020

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total 26,332) and Operating and Administrative Expenses (Total 36,084).

03/04

SCANNED AUG 31 2020

Received in

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 . . . . .	20,120.	15,940.	15,940.
	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 . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . STMT 5.	512,662.	507,040.	579,262.
	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) . . . . .	532,782.	522,980.	595,202.	
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 FASB ASC 958, check here ▶ <input type="checkbox"/>				
	and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions . . . . .			
	25	Net assets with donor restrictions . . . . .			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 26 through 30				
26	Capital stock, trust principal, or current funds . . . . .	532,782.	522,980.		
27	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
28	Retained earnings, accumulated income, endowment, or other funds . .				
29	<b>Total net assets or fund balances</b> (see instructions) . . . . .	532,782.	522,980.		
30	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	532,782.	522,980.		

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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 532,782.
2	Enter amount from Part I, line 27a . . . . .	2 -9,752.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJ	3 19.
4	Add lines 1, 2, and 3 . . . . .	4 523,049.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING ADJ	5 69.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 29 . . . .	6 522,980.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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>1 a 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> 150,625.		139,248.	11,377.			
<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				(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
<b>a</b>			11,377.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }			<b>2</b>	11,377.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 . . . . .				<b>3</b>		

**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 doesn't 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))
2018	28,437.	577,710.	0.049224
2017	31,711.	583,199.	0.054374
2016	28,704.	564,936.	0.050809
2015	30,427.	596,978.	0.050968
2014	29,812.	609,025.	0.048950
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.254325
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.050865
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 . . . . .			<b>4</b> 579,931.
<b>5</b> Multiply line 4 by line 3. . . . .			<b>5</b> 29,498.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 195.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 29,693.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			<b>8</b> 28,403.

**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	389.
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	NONE
3 Add lines 1 and 2 . . . . .		3	389.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	389.
6 Credits/Payments			
a 2019 estimated tax payments and 2018 overpayment credited to 2019 . . . . .	6a	576.	
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	576.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	187.
11 Enter the amount of line 10 to be Credited to 2020 estimated tax <input type="checkbox"/> 187. Refunded <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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 . . . . .		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? Website address ▶ <u>NA</u>	X	
14	The books are in care of ▶ <u>REGION BANK TRUST DEPT</u> Telephone no ▶ <u>(205) 420-7753</u> Located at ▶ <u>201 MILAN PARKWAY, BIRMINGHAM, AL</u> ZIP+4 ▶ <u>35211</u>		
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 . . . . . ▶ <u>15</u>		
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

		Yes	No
1a	During the year, did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <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 . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>		X
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 2019? . . . . .		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .		
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) . . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X



**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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see 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	

Total. Add lines 1 through 3 . . . . .

**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	588,762.
b	Average of monthly cash balances . . . . .	1b	NONE
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	588,762.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3	Subtract line 2 from line 1d. . . . .	3	588,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	8,831.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	579,931.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	28,997.

**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	28,997.
2a	Tax on investment income for 2019 from Part VI, line 5 . . . . .	2a	389.
b	Income tax for 2019 (This does not include the tax from Part VI) . . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	389.
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	28,608.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5	Add lines 3 and 4 . . . . .	5	28,608.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7	28,608.

**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	28,403.
b	Program-related investments - total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) . . . . .	3a	NONE
b	Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	28,403.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions. . . . .	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	28,403.

**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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7 . . . . .				28,608.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only. . . . .			23,848.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014 . . . . .	NONE			
b From 2015 . . . . .	NONE			
c From 2016 . . . . .	NONE			
d From 2017 . . . . .	NONE			
e From 2018 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>28,403.</u>				
a Applied to 2018, but not more than line 2a . . . .			23,848.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2019 distributable amount. . . . .				4,555.
e Remaining amount distributed out of corpus. . . .	NONE			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020 . . . . .				24,053.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . . .	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2015 . . . . .	NONE			
b Excess from 2016 . . . . .	NONE			
c Excess from 2017 . . . . .	NONE			
d Excess from 2018 . . . . .	NONE			
e Excess from 2019 . . . . .	NONE			

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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)

**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 . . . . .

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4, for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon . . . . .					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

**a** The name, address, and telephone number or email address 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:

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	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
Name and address (home or business)				
<b>a</b> Paid during the year				
SEE STATEMENT 19				26,000.
<b>Total</b> . . . . .			▶ <b>3a</b>	26,000.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			▶ <b>3b</b>	





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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	14,955.	14,955.
TOTAL	14,955.	14,955.

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 -----
FOREIGN TAXES	152.	152.
FEDERAL TAX PAYMENT - PRIOR YE	234.	
FEDERAL ESTIMATES - PRINCIPAL	576.	
FOREIGN TAXES ON NONQUALIFIED	26.	26.
TOTALS	988.	178.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSES	279.	279.
TOTALS	----- 279. =====	----- 279. =====

CARLTON FOUNDATION

58-1947471

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
26875P101 EOG RESOURCES INC	C	2,695.	3,213.	2,345.
3128MJXK1 FHLMC GOLD G08681	C	3,336.	2,795.	2,858.
312943GW7 FG A94713 4% 01 NOV	C	249.	212.	221.
3138EGNK6 FNMA POOL AL0393	C	630.	516.	547.
31416NBW1 FNMA POOL AA4552	C	188.	127.	130.
31418WPM6 FN AD8527 4.5% 01 AU	C	2,483.	1,951.	1,998.
31419BCT0 FNMA POOL 0AE098	C	1,065.	914.	934.
31677QBG3 FIFTH THIRD BANK	C	2,001.	3,004.	3,016.
345397XK4 FORD MOTOR CREDIT CO	C	2,028.	2,016.	2,008.
369622SM8 GENERAL ELEC CAP COR	C	2,007.	2,006.	2,063.
459200JG7 I B M CORP	C	1,993.	1,993.	2,133.
461202103 INTUIT INC	C	525.	375.	1,310.
60871RAD2 MOLSON COORS BREWING	C	2,021.	3,073.	3,280.
808513AW5 THE CHARLES SCHWAB C	C	2,003.	2,002.	2,039.
89236TEU5 TOYOTA MOTOR CREDIT	C	2,000.	3,015.	3,045.
907818108 UNION PACIFIC CORP	C	802.		
931142ED1 WALMART INC 3.55% 26	C	1,996.	1,996.	2,149.
00206RCP5 AT&T INC	C	1,956.	1,956.	2,229.
008882771 AIM INTERNATIONAL GR	C	26,413.		
00912XAU8 AIR LEASE CORP 2.125	C	1,969.		
151020104 CELGENE CORP	C	1,254.		
192446102 COGNIZANT TECHNOLOGY	C	1,139.	1,139.	1,178.
20030N101 COMCAST CORP	C	2,737.	2,737.	3,283.
31335ACR7 FHLMC POOL #G6-008	C	2,010.	1,723.	1,783.
3138E0SD2 FN AJ7715 3% 01 DEC	C	1,940.	1,453.	1,463.
38141GWM2 GOLDMAN SACHS GROUP	C	1,976.	2,990.	3,054.
437076102 HOME DEPOT INC/THE	C	2,058.	2,058.	3,276.
867914103 SUNTRUST BANKS INC	C	1,404.		
913017109 UNITED TECHNOLOGIES	C	1,253.	1,003.	3,145.

CARLTON FOUNDATION

58-1947471

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
91913YAU4 VALERO ENERGY CORP 3	C	1,978.	1,978.	2,096.
94974BGE4 WELLS FARGO & COMPAN	C	1,986.		
N53745100 LYONDELLBASELL INDU-	C	1,074.	1,074.	1,323.
023135106 AMAZON COM INC	C	2,454.	2,454.	5,544.
10373QAB6 BP CAP MARKETS AMERI	C	2,004.	2,003.	2,165.
172967424 CITIGROUP INC	C	2,287.	1,756.	2,397.
74440Y801 PRUDENTIAL HIGH YIEL	C	25,525.		
912828R36 U S TREASURY NOTE	C	3,730.	2,783.	2,968.
94988J5N3 WELLS FARGO BANK NA	C	2,000.	3,007.	3,021.
02079K305 ALPHABET INC/CA	C	588.	588.	2,679.
031162CH1 AMGEN INC	C	1,997.	2,980.	3,028.
037833100 APPLE INC	C	2,922.	2,922.	9,103.
12572Q105 CME GROUP INC	C	1,411.	1,411.	1,606.
143658300 CARNIVAL CORP	C	1,368.		
166764100 CHEVRONTXACO CORP	C	2,413.	3,375.	3,736.
17275RBL5 CISCO SYSTEMS INC 2.	C	1,998.		
256677105 DOLLAR GENERAL CORP	C	1,309.	1,587.	2,340.
3128MTP8 FG G18557 3% 01 JUN	C	1,723.	1,416.	1,433.
3128PXXV7 FHLMC GOLD J17508	C	1,572.	1,180.	1,185.
3138EG5G5 FNMA POOL AL0846	C	290.	221.	225.
3138MFTC1 FNMA POOL AQ0546	C	842.	726.	766.
3138X3EH1 FNMA POOL 0AU3735	C	1,831.	1,630.	1,681.
3140Q75P8 FN CA0853 3.5% 01 DE	C	4,650.	4,167.	4,426.
31419DMQ1 FNMA POOL 0AE3066	C	472.	345.	355.
580135101 MC DONALDS CORPORATI	C	2,225.	1,302.	2,174.
61744YAH1 MORGAN STANLEY 2.75%	C	2,013.	2,009.	2,037.
697435105 PALO ALTO NETWORKS I	C	1,018.		
867914BM4 SUNTRUST BANKS INC 2	C	1,997.	1,997.	2,028.
89233P5F9 TOYOTA MOTOR CREDIT	C	1,995.	1,995.	2,052.

CARLTON FOUNDATION

58-1947471

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
911312106 UNITED PARCEL SERVIC	C	2,735.	2,735.	2,927.
912810RB6 U S TREASURY NOTE	C	13,093.	13,438.	16,341.
92343V104 VERIZON COMMUNICATIO	C	2,213.	1,677.	3,009.
931142103 WAL MART STORES INC	C	3,789.	2,816.	3,803.
931427AH1 WALGREENS BOOTS ALLI	C	2,002.		
H1467J104 CHUBB LTD	C	2,592.	2,338.	3,113.
00206R102 AT&T INC	C	2,863.	2,863.	3,439.
009158106 AIR PRODUCTS AND CHE	C	1,088.		
06367THQ6 BANK OF MONTREAL	C	1,999.		
09062XAC7 BIOGEN INC	C	4,061.	5,032.	5,037.
126408HJ5 CSX CORP 3.8% 01 MAR	C	2,002.		
172967KB6 CITIGROUP INC	C	2,997.	4,004.	4,022.
20030NCK5 COMCAST CORP 4% 01 M	C	1,908.		
3128M74W3 FG G05937 4.5% 01 AU	C	311.	261.	277.
312943WG4 FG A95147 4% 01 NOV	C	499.	425.	444.
3138A4JU0 FN AH2974 3.5% 01 JA	C	795.	610.	623.
3138A8SR8 FNMA POOL AH6827	C	480.	352.	364.
3138WKUK9 FN AS9585 4% 01 MAY	C	4,449.	3,811.	4,018.
31407Y4K2 FEDERAL NAT'L MTGE A	C	230.	90.	93.
3140J5SM2 FN BM1423 2.5% 01 MA	C	2,370.	1,996.	2,065.
00770G847 JOHCM INTERNATIONAL	C	29,447.	20,469.	21,813.
02079K107 ALPHABET INC	C	1,351.		
02665WCD1 AMERICAN HONDA FINAN	C	2,996.	4,005.	4,037.
09247X101 BLACKROCK INC	C	1,089.	1,089.	2,011.
17275R102 CISCO SYSTEMS INC	C	2,812.	2,067.	3,117.
30231G102 EXXON MOBIL CORP	C	2,475.	3,762.	3,698.
3128M7KV7 FG G05408 5% 01 DEC	C	431.	360.	385.
3135G0K36 FED NATL MTG ASSN	C	1,847.	1,847.	2,030.
31416RBE2 FNMA POOL AA7236	C	317.	272.	286.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
438516106 HONEYWELL INTERNATIO	C	1,801.	1,518.	3,186.
501044DE8 KROGER CO 2.65% 15 O	C	1,986.	2,931.	3,020.
68389XBR5 ORACLE CORP 2.625% 1	C	1,995.	1,995.	2,043.
74432QBP9 PRUDENTIAL FINANCIAL	C	1,986.	1,986.	2,045.
778296103 ROSS STORES INC	C	1,386.	1,980.	2,445.
875921306 TARGET PORTFOLIO TR	C	16,259.		
880208400 TEMPLETON GLOBAL BD	C	12,747.		
G29183103 EATON CORP PLC	C	2,255.	1,943.	3,126.
0258M0DX4 AMERICAN EXPRESS CRE	C	1,998.	3,004.	3,011.
06828M876 BARON EMERGING MARKE	C	43,853.	25,384.	30,596.
14040HBP9 CAPITAL ONE FINANCIA	C	1,999.	1,999.	2,003.
24422ESS9 JOHN DEERE CAPITAL C	C	2,000.		
06416CAB4 BANK OF NOVA SCOTIA	C	1,963.	1,963.	1,999.
278865100 ECOLAB INC	C	1,070.	856.	1,544.
3128MMS20 FHLMC GOLD G18536	C	2,563.	2,078.	2,077.
312938K51 FG A90316 4.5% 01 DE	C	179.	150.	158.
3138EKBJ3 FN AL2740 3% 01 JUL	C	802.	638.	652.
3138WF2Z8 FNMA POOL # AS6191	C	2,143.	1,805.	1,840.
31413NXZ3 FNMA POOL 950796	C	705.	575.	643.
31415Y4S5 FN 993733 5.5% 01 SE	C	536.	324.	333.
339128100 JPMORGAN MID CAP VAL	C	14,073.	13,163.	14,367.
594918104 MICROSOFT CORP COM	C	6,876.	5,585.	9,304.
744320102 PRUDENTIAL FINANCIAL	C	885.	885.	1,406.
912828WZ9 U S TREASURY NOTE	C	2,923.		
91324P102 UNITED HEALTH GROUP	C	2,727.		
92826C839 VISA INC	C	3,515.	3,515.	4,698.
26441CAW5 DUKE ENERGY CORP 2.4	C	1,954.	1,954.	2,020.
3134A4KX1 FEDERAL HOME LN MTG	C	7,038.	6,917.	7,202.
31368HNQ2 FNMA POOL 0190399	C	812.	687.	743.

CARLTON FOUNDATION

58-1947471

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3138A7FR4 FNMA POOL 0AH557	C	660.	563.	595.
3138WPJG0 FNMA POOL # AT2062	C	833.	676.	684.
31402RFV6 FNMA POOL 735580	C	533.	432.	464.
31402RR92 FEDERAL NAT'L MTGE A	C	1,056.	871.	969.
3140GYKA6 FN BH9288 4% 01 FEB	C	3,887.	3,416.	3,566.
31418AFC7 FN MA1062 3% 01 MAY	C	530.	411.	416.
458140AJ9 INTEL CORP	C	1,993.		
58933Y105 MERCK & CO INC	C	2,018.	1,309.	3,001.
65339F101 NEXTERA ENERGY INC	C	699.	592.	2,664.
717081103 PFIZER INC COM	C	2,619.		
912810SA7 US TREASURY N/B 3% 1	C	3,905.	13,791.	14,615.
912828Y79 US TREASURY N/B 2.87	C	2,005.	4,127.	4,240.
92343VAW4 VERIZON COMMUNICATIO	C	1,989.		
92939U106 WEC ENERGY GROUP INC	C	2,829.		
037833CQ1 APPLE INC 2.3% 11 MA	C	1,997.	1,104.	1,476.
04314H600 ARTISAN MID CAP FUND	C	16,655.	17,208.	2,024.
060505104 BANK AMER CORP	C	4,013.		
110709BN1 BRITISH COLUMBIA PRO	C	1,982.		
126650DA5 CVS HEALTH CORP 3.12	C	2,004.		
258620509 DOUBLELINE EMG MKTS	C	12,500.	14,184.	14,418.
26078JAB6 DOWDUPONT INC 4.205%	C	2,001.	2,001.	2,140.
31404XT87 FN 781875 5.5% 01 JU	C	782.	697.	759.
3140J57D5 FN BM1791 3% 01 JUN	C	837.	698.	726.
46625H100 J P MORGAN CHASE & C	C	2,039.	2,039.	5,576.
579780206 MC CORMICK & CO INC	C	2,049.		
59022CAJ2 MERRILL LYNCH & CO I	C	1,879.	1,879.	2,703.
98978V103 ZOETIS INC	C	2,838.	2,838.	4,103.
61761JVL0 MORGAN STANLEY	C	2,004.	3,041.	3,187.
713448108 PEPSICO INC	C	2,955.	2,411.	3,963.

CARLTON FOUNDATION

58-1947471

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
78012KKU0 ROYAL BANK OF CANADA	C	2,000.	3,007.	3,022.
79466L302 SALESFORCE COM INC	C	1,253.	1,253.	1,464.
85771PAN2 STATOIL ASA	C	2,026.	2,021.	2,131.
863667101 STRYKER CORP	C	1,085.	1,085.	2,519.
87236YAH1 TD AMERITRADE HOLDIN	C	1,996.	1,996.	2,128.
883556102 THERMO FISHER SCIENT	C	1,994.	1,350.	3,574.
92647Q405 VICTORY RS SM CAP GR	C	10,573.		
037833DC1 APPLE INC 2.1% 12 SE	C	1,985.	2,980.	3,030.
3138WQAW2 FNMA POOL AT2720 3%	C	1,654.	1,420.	1,436.
31418UEE0 FNMA POOL OAD6432	C	319.	271.	287.
375558BF9 GILEAD SCIENCES INC	C	1,996.	1,996.	2,154.
445658107 JB HUNT TRANSPORT SE	C	2,250.	1,497.	1,868.
44932HAM5 IBM CREDIT LLC 3.6%	C	2,001.		
46625HRY8 JPMORGAN CHASE & CO	C	4,096.	5,102.	5,392.
532457108 ELI LILLY & CO	C	2,495.	1,573.	2,760.
539439AR0 LLOYDS BANKING GROUP	C	2,007.	2,006.	2,206.
742718109 PROCTER & GAMBLE CO/	C	2,007.	1,107.	1,499.
74440Y884 PGIM HIGH YIELD FUND	C	2,768.	28,790.	29,137.
459200KA8 IBM CORP 3.5% 15 MAY	C		1,996.	2,152.
126650100 CVS HEALTH CORP	C		2,902.	3,492.
875921777 PGIM QMA SMALL CAP V	C		17,184.	13,288.
04314H592 ARTISAN DEVELOPING W	C		12,671.	14,310.
3132XCR64 FG G67709 3.5% 01 MA	C		4,260.	4,489.
00914AAB8 AIR LEASE CORP 3.75%	C		1,981.	2,091.
06051GHT9 BANK OF AMERICA CORP	C		2,000.	2,114.
67066G104 NVIDIA CORP	C		2,554.	3,294.
92647Q363 VICTORY RS SM CAP GR	C		11,962.	14,309.
92532F100 VERTEX PHARMACEUTICA	C		1,258.	1,533.
035240AR1 ANHEUSER-BUSCH INBEV	C		2,015.	2,384.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
29476L107 EQUITY RESIDENTIAL	C	2,868.	2,868.	2,994.
3140X4DE3 FN FM1000 3% 01 APR	C	6,572.	6,572.	6,633.
553530106 MSC INDUSTRIAL DIREC	C	1,524.	1,524.	1,569.
316773100 FIFTH THIRD BANCORP	C	2,315.	2,315.	2,336.
254687106 WALT DISNEY CO/THE	C	2,907.	2,907.	2,893.
404280CC1 HSBC HOLDINGS PLC 3.	C	2,005.	2,005.	2,157.
912828YB0 US TREASURY N/B 1.62	C	5,013.	5,013.	4,870.
00889A400 INVESCO INTERNATIONAL	C	18,193.	18,193.	20,931.
30231GBE1 EXXON MOBIL CORPORAT	C	2,000.	2,000.	2,019.
3138X0Y36 F N M A POOL AU1629	C	5,262.	5,262.	5,426.
609207105 MONDELEZ INTERNATION	C	2,929.	2,929.	2,974.
3140X4TN6 FN FM1456 2.5% 01 SE	C	7,599.	7,599.	7,606.
464287739 ISHARES U.S. REAL ES	C	2,799.	2,799.	2,979.
89832Q109 TRUIST FINANCIAL COR	C	1,212.	1,212.	2,140.
ROUNDING	C	-7.	-7.	

TOTALS

512,662. 507,040. 579,262.

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
DECEMBER	588,762.	NONE	NONE
TOTAL	588,762.	NONE	NONE
AVERAGE FMV	588,762.	NONE	NONE

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)

RECIPIENT NAME:  
SEWANEE - THE UNIVERSITY OF THE SOUTH  
ADDRESS:  
7354 UNIVERSITY AVE  
SEWANEE, TN 37383  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ALBANY TECHNICAL COLLEGE  
ADDRESS:  
1704 S SLAPPEY BLVD  
ALBANY, GA 31701  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ALBANY MUSEUM OF ART  
ADDRESS:  
311 MEADOWLARK DRIVE  
ALBANY, GA 31707  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
ALBANY SYMPHONY  
ADDRESS:  
P O BOX 70065  
ALBANY, GA 31708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
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:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
ALBANY HUMANE SOCIETY  
ADDRESS:  
P O BOX 3151  
ALBANY, GA 31706  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
PHOEBE FOUNDATION  
ADDRESS:  
P O BOX 1828  
ALBANY, GA 31702  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
SO I  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
YOUNG LIFE OF ALBANY  
ADDRESS:  
P O BOX 70053  
ALBANY, GA 31708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
ST PAUL'S EPISCOPAL CHURCH  
ADDRESS:  
212 NORTH JEFFERSON ST  
ALBANY, GA 31701  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
YMCA  
ADDRESS:  
1701 GILLIONVILLE ROAD  
ALBANY, GA 31707  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
CHILDRENS' S HEALTHCARE OF ATLANTA AT  
ADDRESS:  
1001 JOHNSON FERRY RD NE  
ATLANTA, GA 30342  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
FLINT RIVERQUARIUM  
ADDRESS:  
117 PINE AVE  
ALBANY, GA 31701  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
OPERATION SMILE  
ADDRESS:  
PO BOX 5017  
HAGERSTOWN, MD 21741  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
KEEP ALBANY-DOUGHERTY BEAUTIFUL  
ADDRESS:  
PO BOX 4868  
ALBANY, GA 31706  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
BARNEY'S RUN  
ADDRESS:  
PO BOX 70111  
ALBANY, GA 31708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

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RECIPIENT NAME:

GRACEWAY RECOVERY RESIDENCE

ADDRESS:

412 W TIFT AVE

ALBANY, GA 31701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

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

TOTAL GRANTS PAID: ..... 26,000.

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