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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning **and ending**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
ARBY'S FOUNDATION, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 1155 PERIMETER CENTER WEST — Room/suite 1200

City or town, state or country, and ZIP + 4
ATLANTA, GA 30338

D Employer identification number
58-1692997

E Telephone number
678-514-5163

G Gross receipts $ 9,284,025.

F Name and address of principal officer JOHN GRAY
1155 PERIMETER CENTER WEST, SUITE 1200, ATLA

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3)◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1986 **M** State of legal domicile GA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: NON-PROFIT, NON-SECTARIAN GRANT GIVING ORGANIZATION DEDICATED TO THE SUPPORT AND NURTURING OF

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of employees (Part V, line 2a)	5	20
6	Total number of volunteers (estimate if necessary)	6	537
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	206,568.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	6,187,192.	5,820,185.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	33,038.	<106,154.>
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<37,767.>	<201,380.>
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,182,463.	5,512,651.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,258,138.	3,155,625.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,239,730.	1,374,633.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 572,322.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	988,733.	525,214.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,486,601.	5,055,472.
19	Revenue less expenses. Subtract line 18 from line 12	695,862.	457,179.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	11,373,544.	12,960,851.
21	Total liabilities (Part X, line 26)	243,069.	305,690.
22	Net assets or fund balances. Subtract line 21 from line 20	11,130,475.	12,655,161.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 8-16-10

▶ JOHN GRAY, ACTING CHAIRMAN
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ G. Brian Jones, CPA — Date 8/17/10 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4
▶ JONES AND KOLB
10 PIEDMONT CTR, STE 100
ATLANTA, GA 30305

EIN ▶

Phone no ▶ (404)262-7920

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission
MAKING A DIFFERENCE ONE CHILD AT A TIME.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code.) (Expenses $ 3,155,625. including grants of $ 3,155,625.) (Revenue $)
CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

4b (Code:) (Expenses $ including grants of $) (Revenue $)

4c (Code:) (Expenses $ including grants of $) (Revenue $)

4d Other program services. (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 3,155,625.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*			
	• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*			
	• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* (Yes / No: 12A — No: X)			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	1		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	20		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country ▶ CANADA See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	X	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter.				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	11		
b	Enter the number of voting members that are independent	1b	0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11		X
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c		
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ GA, SC

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

COLBY LINDSAY - 678-514-5163

1155 PERIMETER CENTER WEST, STE 1200, ATLANTA, GA 30338

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TOM GARRETT CHAIRMAN	2.00	X						0.	0.	0.
JOHN GRAY DIRECTOR	1.00	X						0.	0.	0.
SHARRON BARTON DIRECTOR	1.00	X						0.	0.	0.
DAN COLLINS DIRECTOR	1.00	X						0.	0.	0.
DAVID COX DIRECTOR	1.00	X						0.	0.	0.
MATT JOHNSON DIRECTOR	1.00	X						0.	0.	0.
DAVID JORDAN DIRECTOR	1.00	X						0.	0.	0.
WADE KINGSLEY DIRECTOR	1.00	X						0.	0.	0.
BRETT PRATT DIRECTOR	1.00	X						0.	0.	0.
CHUCK SLIKER DIRECTOR	1.00	X						0.	0.	0.
BRIAN WORDSWORTH DIRECTOR	1.00	X						0.	0.	0.
JAMES TAYLOR SR MANAGING DIRECTOR	40.00			X				156,070.	0.	23,538.
COLBY LINDSAY DIRECTOR OF FINANCE	40.00			X				120,814.	0.	13,281.
JONATHAN DEW DIRECTOR OF MARKETING	40.00					X		121,094.	0.	19,006.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								397,978.	0.	55,825.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization NONE

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	2,656,597.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,163,588.			
	g Noncash contributions included in lines 1a-1f $ 14,000.					
	h **Total.** Add lines 1a-1f	▶	5,820,185.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	281,003.			281,003.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real / (ii) Personal				
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	2025560.				
	b Less cost or other basis and sales expenses	2412717.				
	c Gain or (loss)	<387157.>				
	d Net gain or (loss)	▶	<387,157.>	<387,157.>		
	8a Gross income from fundraising events (not including $ 2656597. of contributions reported on line 1c). See Part IV, line 18	a 931,013.				
	b Less direct expenses	b 1338961.				
	c Net income or (loss) from fundraising events	▶	<407,948.>	<407,948.>		
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less. direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
	10a Gross sales of inventory, less returns and allowances	a 61,264.				
	b Less cost of goods sold	b 19,696.				
	c Net income or (loss) from sales of inventory	▶	41,568.		41,568.	
	Miscellaneous Revenue	Business Code				
	11a FUNDRAISING MGT FEE	541610	165,000.		165,000.	
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶	165,000.			
	12 **Total revenue** See instructions	▶	5,512,651.	<795,105.>	206,568.	281,003.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	3,132,601.	3,132,601.		
2 Grants and other assistance to individuals in the U S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	23,024.	23,024.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	276,884.		160,592.	116,292.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	867,962.		508,442.	359,520.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	32,171.		18,659.	13,512.
9 Other employee benefits	115,746.		67,133.	48,613.
10 Payroll taxes	81,870.		47,485.	34,385.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	35,500.		35,500.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	60,262.		60,262.	
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	55,491.		55,491.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	5,211.		5,211.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	171,714.		171,714.	
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a ADMINISTRATIVE	197,036.		197,036.	
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	5,055,472.	3,155,625.	1,327,525.	572,322.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing			1	
	2	Savings and temporary cash investments		718,650.	2	1,142,282.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		170,122.	4	203,777.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		46,269.	8	50,323.
	9	Prepaid expenses and deferred charges		40,771.	9	31,449.
	10a	Land, buildings, and equipment. cost or other basis Complete Part VI of Schedule D	10a 259,862.			
	b	Less accumulated depreciation	10b 178,897.	95,965.	10c	80,965.
	11	Investments - publicly traded securities		6,117,567.	11	7,382,271.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		4,184,200.	15	4,069,784.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		11,373,544.	16	12,960,851.
Liabilities	17	Accounts payable and accrued expenses		178,916.	17	255,097.
	18	Grants payable		34,152.	18	1,868.
	19	Deferred revenue		30,001.	19	48,725.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		243,069.	26	305,690.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		11,130,475.	27	12,655,161.
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		11,130,475.	33	12,655,161.
	34	Total liabilities and net assets/fund balances		11,373,544.	34	12,960,851.

Form **990** (2009)

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

ARBY'S FOUNDATION, INC.

Employer identification number

58-1692997

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
Total									

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Schedule A (Form 990 or 990-EZ) 2009

932021 02-08-10

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	6945721.	5075959.	6185201.	6187192.	5820185.	30214258.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	6945721.	5075959.	6185201.	6187192.	5820185.	30214258.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						30214258.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	6945721.	5075959.	6185201.	6187192.	5820185.	30214258.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	169,197.	290,731.	269,106.	268,209.	281,003.	1278246.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	160,280.	245,147.	112,294.	163,675.	206,568.	887,964.
11 **Total support.** Add lines 7 through 10						32380468.

12 Gross receipts from related activities, etc. (see instructions)	12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	93.31 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	94.19 %

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization ARBY'S FOUNDATION, INC.

Employer identification number 58-1692997

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	6,031,484.	7,126,522.			
b	Contributions	950,000.	738,036.			
c	Net investment earnings, gains, and losses	961,353.	<1160797.>			
d	Grants or scholarships	675,000.	600,000.			
e	Other expenditures for facilities and programs	3,597.	2,403.			
f	Administrative expenses	60,262.	69,874.			
g	End of year balance	7,203,978.	6,031,484.			

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ 100.00 %
b Permanent endowment ▶ .00 %
c Term endowment ▶ .00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i)	unrelated organizations	3a(i)	X
(ii)	related organizations	3a(ii)	X
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	259,862.		178,897.	80,965.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*			▶	80,965.

Schedule D (Form 990) 2009

932052
02-01-10

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. (Col (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
GOODWILL	4,065,129.
ACCRUED INTEREST INCOME	4,655.
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	4,069,784.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,512,651.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,055,472.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	457,179.
4	Net unrealized gains (losses) on investments	4	1,067,507.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	1,067,507.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,524,686.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,948,815.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	1,067,507.		
b	Donated services and use of facilities	2b	10,000.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	1,358,657.		
e	Add lines **2a** through **2d**			2e	2,436,164.
3	Subtract line **2e** from line **1**			3	5,512,651.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	5,512,651.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	6,424,129.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	10,000.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d	1,358,657.		
e	Add lines **2a** through **2d**			2e	1,368,657.
3	Subtract line **2e** from line **1**			3	5,055,472.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	5,055,472.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES: 1338961.

COST OF APPAREL SOLD: 19696.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES: 1338961.

COST OF APPAREL SOLD: 19696.

Schedule F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

ARBY'S FOUNDATION, INC.

Employer identification number

58-1692997

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
NORTH AMERICA	0	0	SPECIAL EVENT EXPENSES	DONATIONS TO LOCAL NON-PROFIT ORGANIZATION.	154,792.
Totals ▶	0	0			154,792.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 ▶ X

Use Schedule F-1 (Form 990) if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA	CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.	23,024.	CHECK	0.		FMV

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3 Enter total number of other organizations or entities ▶

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16

Use Schedule F-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open To Public Inspection

Name of the organization	Employer identification number
ARBY'S FOUNDATION, INC.	58-1692997

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 ARBY'S CHARITY TOUR (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	3,587,610.			3,587,610.
	2 Less. Charitable contributions	2,656,597.			2,656,597.
	3 Gross income (line 1 minus line 2)	931,013.			931,013.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	1,911,283.			1,911,283.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	(1,911,283.)
	11 Net income summary. Combine line 3, column (d), and line 10			▶	<980,270.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)			▶	( )
	8 Net gaming income summary. Combine line 1, column (d), and line 7			▶	

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities: _____		
9a	a Is the organization licensed to operate gaming activities in each of these states?		
	b If "No," explain:		
10a	10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?		
	b If "Yes," explain		
11	11 Does the organization operate gaming activities with nonmembers?		
12	12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?		

			Yes	No
13 Indicate the percentage of gaming activity operated in				
a The organization's facility	**13a**	%		
b An outside facility	**13b**	%		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:				
Name ▶				
Address ▶				
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		**15a**		
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .				
c If "Yes," enter name and address of the third party:				
Name ▶				
Address ▶				
16 Gaming manager information				
Name ▶				
Gaming manager compensation ▶ $ _____				
Description of services provided ▶				
☐ Director/officer ☐ Employee ☐ Independent contractor				
17 Mandatory distributions:				
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		**17a**		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $				

Schedule G (Form 990 or 990-EZ) 2009

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF CENTRAL ARIZONA - 1010 EAST MCDOWELL ROAD SUITE 400 - PHOENIX, AZ 85006	86-0205254	501 (C)(3)	42,331.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF METRO ATLANTA - 100 EDGEWOOD AVENUE - ATLANTA, GA 30303	58-0861895	501 (C)(3)	156,778.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER BIRMINGHAM - 216 AQUARIUS DRIVE, SUITE 315 - BIRMINGHAM, AL 35209	63-0647080	501 (C)(3)	54,771.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER CHARLOTTE - 2424 N. DAVIDSON STREET, SUITE 110 - CHARLOTTE, NC 28205	56-2264009	501 (C)(3)	134,632.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER CLEVELAND - 1422 EUCLID AVENUE, SUITE 552 - CLEVELAND, OH 44115	34-1039700	501 (C)(3)	79,386.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER MIAMI VALLEY - 184 SALEM AVE. - DAYTON, OH 45406	31-0641306	501 (C)(3)	34,573.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

2 Enter total number of section 501(c)(3) and government organizations ▶

3 Enter total number of other organizations ▶

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) 2009**

932101 02-02-10

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF COLORADO - 2420 WEST 26. AVE., STE. 500-D - DENVER, CO 80211	23-7161796	501 (C)(3)	5,221.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF METROPOLITAN DETROIT - 23077 GREENFIELD RD., #430 - SOUTHFIELD, MI 48075	38-6112533	501 (C)(3)	42,234.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER TWIN CITIES - 2550 UNIVERSITY AVE., STE. 410N - ST. PAUL, MN 55114	32-0017737	501 (C)(3)	147,270.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF LEHIGH VALLEY - 878 MINESITE ROAD - ALLENTOWN, PA 18103	23-1746895	501 (C)(3)	39,681.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE BLUEGRASS - 1122 OAK HILL DRIVE - LEXINGTON, KY 40505	61-0523288	501 (C)(3)	50,036.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER LOS ANGELES - 1055 WILSHIRE BLVD., STE 1950 - LOS ANGELES, CA 90017	95-1904857	501 (C)(3)	115,751.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF KENTUCKIANA, INC. - 322 W. BROADWAY, STE. 600 - LOUSIVILLE, KY 40202	61-6057856	501 (C)(3)	62,207.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTHERN MARYLAND - 30065 BUISINESS CENTER DR., STE. 2 - CHARLOTTE HALL, MD 20622	52-0631265	501 (C)(3)	32,394.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF MIDDLE TENNESSEE - 1704 CHARLOTTE AVE., STE 130 - NASHVILLE, TN 37203	23-7056024	501 (C)(3)	56,879.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE TRIANGLE - 001 NAVAHO DR., STE. GL-150 - RALEIGH, NC 27609	56-2109717	501 (C)(3)	53,521.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHWESTERN OHIO - 1 STRANAHAN SQUARE, STE 252 - TOLEDO, OH 43604	34-1396251	501 (C)(3)	58,223.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE UPSTATE - 620 N. MAIN #102 - GREENVILLE, SC 29601	20-4243553	501 (C)(3)	37,594.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF AMERICA 230 NORTH 13TH ST. PHILADELPHIA, PA 19107	23-1365190	501 (C)(3)	475,000.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
THE MADONNA SCHOOL 6402 N. 71ST PLAZA OMAHA, NE 68122	47-0491332	501 (C)(3)	127,941.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BOYS AND GIRLS CLUB OF GREATER CINCINNATTI - 600 DALTON AVE. - CINCINNATTI, OH 45203	31-0536965	501 (C)(3)	135,911.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER HOUSTON - 6437 HIGH STAR - HOUSTON, TX 77074-5005	74-1148915	501 (C)(3)	50,913.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1 (Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF GREATER MEMPHIS - 81 TILLMAN STREET - MEMPHIS, TN 38111	23-7113070	501 (C)(3)	5,034.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF CENTRAL OHIO - 1855 E. DUBLIN-GRANVILLE ROAD - COLUMBUS, OH 43229	31-4379429	501 (C)(3)	15,061.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF CENTRAL FLORIDA - 807 S. ORLANDO AVE SUITE L - WINTER PARK, FL 32789	59-6555007	501 (C)(3)	29,645.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF CENTRAL MINNESOTA - 15 SIXTH AVENUE N. - ST. CLOUD, MN 56303	41-0972056	501 (C)(3)	19,640.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF BERKS COUNTY, INC. - 303 WINDSOR STREET - READING, PA 19601	23-6463243	501 (C)(3)	5,018.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTHEASTERN PENNSYLVANIA - 123 SOUTH BROAD STREET, STE 2180 - PHILADELPHIA, PA 19109	23-1352034	501 (C)(3)	6,904.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE CAPITAL REGION - 1500 N 2ND STREET - SUITE H - HARRISBURG, PA 17102-2529	23-2260248	501 (C)(3)	5,901.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF YORK COUNTY, INC - 227 WEST MARKET STREET - YORK, PA 17401	23-2580603	501 (C)(3)	7,970.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF BURLINGTON, CAMDEN & GLOUCESTER, INC. - 100 DOBBS LANE, SUITE 202 - CHERRY HILL, NJ 08034	22-6096913	501 (C)(3)	7,166.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SAN DIEGO COUNTY - 8515 ARJONS DRIVE, SUITE A - SAN DIEGO, CA 92126	95-2151526	501 (C)(3)	7,700.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTHWEST IDAHO, INC. - 2404 W BANK DRIVE, SUITE 302 - BOISE, ID 83705	82-0349401	501 (C)(3)	6,792.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS PROGRAM AGENCY - 5100 PEACH STREET - ERIE, PA 16509-2418	25-0987225	501 (C)(3)	6,254.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE TRI-STATE - SOMERVILLE BUILDING, SUITE 3501 FIFTH AVE - HUNTINGTON , WV 25701	55-0559711	501 (C)(3)	5,820.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER FLINT - 410 E SECOND STREET - FLINT , MI 48503	38-2259541	501 (C)(3)	8,786.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF CAROLINA YOUTH DEVELOPMENT CENTER - 5055 LACKAWANNA BOULEVARD - NORTH CAROLINA, SC 29405	57-0669877	501 (C)(3)	8,582.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTH ALABAMA - 3322 SOUTH MEMORIAL PARKWAY, SUITE 617 - HUNTSVILLE, AL 35801	63-0833364	501 (C)(3)	9,719.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KANSAS BBBS, INC 310 E 2ND STREET WICHITA, KS 67202	23-7056917	501 (C)(3)	7,529.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF EAST TENNESSEE - 4928 HOMBERG DRIVE, SUITE B1-3 - KNOXVILLE, TN 37919-5100	62-0842531	501 (C)(3)	9,824.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTHEASTERN NORTH CAROLINA - 2507 B NEUSE BLVD - NEW BERN, NC 28562	56-1279838	501 (C)(3)	9,396.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF METROPOLITAN CHICAGO - 560 W LAKE STREET, 5TH FLOOR - CHICAGO, IL 60661	36-2681212	501 (C)(3)	6,237.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF MAHONING VALLEY, INC. - 325 NORTH STATE STREET - GIRAD, OH 44420	34-1139677	501 (C)(3)	6,216.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHWESTERN WISCONSIN, INC. - 312 S. BARSTOW STREET, STE 1 - EAU CLAIRE, WI 54701	23-7311200	501 (C)(3)	7,613.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER COLUMBIA, INC. - 4300 NORTH MAIN STREET - COLUMBIA, SC 29203	57-0570422	501 (C)(3)	5,845.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF TAMPA BAY, INC. - 711 DALE MABRY AVE, STE 300 - TAMPA , FL 33609	59-2173085	501 (C)(3)	10,206.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
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Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF THE LAKESHORE, INC. - 4265 GRAND HAVEN ROAD, STE 201 - MUSKEGON, MI 49441	38-1918631	501 (C)(3)	9,037.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE VILLAGE FAMILY SERVICE CENTER - 1201 25TH STREET SOUTH - FARGO, ND 58106	45-0226423	501 (C)(3)	6,564.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF COLUMBIA NORTHWEST - 1827 NE 44TH AVENUE, SUITE 100 - PORTLAND, OR 97213	93-1303640	501 (C)(3)	10,503.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHEAST FLORIDA - 3100 UNIVERSITY BOVD - 120 - JACKSONVILLE, FL 32216	59-0683256	501 (C)(3)	21,398.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHEAST OHIO - 8 NORTH STATE STREET, SUITE 360 - PAINESVILLE, OH 44077	34-1753916	501 (C)(3)	8,176.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER GRAND RAPIDS - 805 LEONARD STREET - GRAND RAPIDS, MI 49503-1198	38-1358163	501 (C)(3)	10,183.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS A COMMUNITY OF CARING - 3501 COVINGTON RD - KALAMAZOO, MI 49001-1876	38-1720832	501 (C)(3)	9,142.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTH CENTRAL ALABAMA - 1284 PERRY HILL ROAD - MONTGOMERY, AL 36109	63-0400591	501 (C)(3)	6,117.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
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Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF GREATER WYOMING - 518 ORD - LARAMIE, WY 82070	51-0188774	501 (C)(3)	6,654.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF PUGET SOUND - 1600 SOUTH GRAHAM STREET - SEATLE, WA 98108-2821	91-0673185	501 (C)(3)	12,537.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHEAST INDIANA, INC. - 2439 FAIRFIELD AV - FORT WAYNE , IN 46807	35-1271943	501 (C)(3)	17,779.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SOUTHERN MINNESOTA - 545 DUNNELL DRIVE - OWATONNA, MN 55060	36-3501479	501 (C)(3)	14,762.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHWEST GEORGIA MOUNTAINS, INC. - P.O. BOX 417 - DALTON, GA 30722-0417	58-1079202	501 (C)(3)	8,537.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF NORTHEAST ALABAMA - 801 EAST BROAD STREET - GADSEN, AL 35903	63-0847018	501 (C)(3)	14,097.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF OKLAHOMA - 3015 EAST SKELLY DRIVE, SUITE 211 - TULSA, OK 74105-6364	73-1226237	501 (C)(3)	11,735.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF GREATER PITTSBURG - 5989 PENN CIRCLE SOUTH - PITTSBURGH, PA 15206-3828	25-6074707	501 (C)(3)	11,931.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
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OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF UTAH, INC - 151 EAST 5600 SO., STE 200 - SALT LAKE CITY, UT 84107	87-0336168	501 (C)(3)	31,784.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
ALLIANCE FOR CHILDREN IN EDUCATION 1201 E COLFAX AVE, SUITE 302 DENVER, CO 80218	84-1531066	501 (C)(3)	170,891.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
INDIANA YOUTH INSTITUTE 603 E. WASHINGTON ST., SUITE 800 INDIANAPOLIS, IN 46204	31-1251680	501 (C)(3)	45,216.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS ERIE-SENECA COUNTIES, INC. - 904 WEST WASHTINGTON STREET - SANDUSKY, OH 44870	34-1096604	501 (C)(3)	5,654.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS LANCASTER COUNTY - 630 JANET AVE, SUITE D-150 - LANCASTER, PA 17601	23-1696734	501 (C)(3)	5,637.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS PINELLAS COUNTY - 918 WEST BAY DRIVE - LARGO, FL 33770	59-1197491	501 (C)(3)	6,947.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF SNOHOMISH COUNTY - 1420 HEWITT AVE - EVERETT, WA 98201	94-3095273	501 (C)(3)	7,285.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
BIG BROTHER BIG SISTERS OF THE SEVEN RIVERS REGION - 1707 MAIN STREET - #438 - LA CROSSE, WI 54601	39-1762460	501 (C)(3)	6,926.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047
2009
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Name of the organization
ARBY'S FOUNDATION, INC.

Employer identification number
58-1692997

Part I **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHER BIG SISTERS OF THE INLAND NORTHWEST - 222 W MISSION AVE, STE 210 - SPOKANE, WA 99201-2395	91-6061587	501 (C)(3)	5,579.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
NUTMEG BBBS, INC. 30 LAUREL STREET, STE 3 HARTFORD, CT 06106-1377	06-0850378	501 (C)(3)	5,762.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
RAPPAHANNOCK BBBS, INC. 325 - A WALLACE STREET FREDERICKSBURG, VA 22401-3122	54-0848850	501 (C)(3)	9,617.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
SOUTH CENTRAL OHIO BBBS ASSOCIATION, INC. - 173 WEST SECOND STREET - CHILLICOTHE, OH 45601	31-0968026	501 (C)(3)	5,766.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.
YMCA BBBS OF THE CANTON AREA 408 NINTH STREET NW CANTON, OH 44702	34-0714392	501 (C)(3)	7,807.	0.	FMV		CONTRIBUTED FUNDS TO LOCAL CHARITIES FOCUSING ON FAMILIES AT RISK.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

ARBY'S FOUNDATION, INC.

Employer identification number

58-1692997

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.			
	☒ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☒ Compensation survey or study		
	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	**4a**		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		X
b	Any related organization?	**5b**		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	**6a**	X	
b	Any related organization?	**6b**		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III	**8**		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)	123,104.	32,966.	0.	4,766.	18,772.	179,608.	0.
JAMES TAYLOR	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

PART I, LINE 6: THE FOUNDATION HAS ESTABLISHED A BONUS INCENTIVE PLAN WHERE EMPLOYEES RECEIVE A BONUS BASED ON ADJUSTED EBITDAR TARGET BASED ON THE ANNUAL BUDGET AND APPROVED BY THE BOARD. THE BUDGET INCLUDES SPECIFIC TARGETS FOR FUNDRAISING ACTIVITIES AND TOURNAMENT EXPENSE CONTROL. ADJUSTED EBITDAR IS DEFINED AS THE FOUNDATION'S INCREASE IN NET ASSETS FOR THE FISCAL YEAR BEFORE INTEREST, TAXES, DEPRECIATION, AMORTIZATION AND RENT EXCLUDING NON-RECURRING AND SPECIAL EXPENSES APPROVED BY THE BOARD. SUCH INCREASE IN NET ASSETS ARE UTILIZED TO FUND THE ENDOWMENT AND ANNUAL GRANT CHARITABLE DONATIONS AS SET FORTH IN THE FOUNDATIONS STRATEGIC PLAN.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: ARBY'S FOUNDATION, INC.

Employer identification number: 58-1692997

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FAMILIES IN NEED AND THEIR CHILDREN.

FORM 990, PART VI, SECTION A, LINE 2: DIRECTORS HAVE BUSINESS RELATIONSHIPS WITH ALL OTHER DIRECTORS

FORM 990, PART VI, SECTION B, LINE 11: THE EXECUTIVE COMMITTEE REVIEWED AND APPROVED A DRAFT OF THE RETURN BEFORE IT WAS FILED

FORM 990, PART VI, SECTION B, LINE 15A: THE COMPENSATION COMMITTEE CONDUCT A SURVEY/STUDY AND THE FINAL AMOUNT IS APPROVED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 18: PUBLIC INSPECTION COPY OF THE ORGANIZATION'S TAX RETURN IS AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19: REQUESTS ARE CONSIDERED ON AN INDIVIDUAL BASIS.

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	ARBY'S FOUNDATION, INC.	58-1692997
	Number, street, and room or suite no If a P.O. box, see instructions. 1155 PERIMETER CENTER WEST, NO. 1200	
	City, town or post office, state, and ZIP code For a foreign address, see instructions ATLANTA, GA 30338	

Check type of return to be filed (file a separate application for each return)

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ COLBY LINDSAY 1155 PERIMETER CENTER WEST, STE 1200 - ATLANTA, GA 30338
  Telephone No ▶ 678-514-5163 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 4-2009)

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05-26-09