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

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

B Check if applicable
- [X] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Termination
- [ ] Amended return
- [ ] Application pending

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

C SOUTHERN PARTNERS FUND, INC.
1776 PEACHTREE ST. NW #200
ATLANTA, GA 30309

D Employer Identification Number: 58-2409301

E Telephone number: (404) 541-9091

G Gross receipts $ 1,462,223.

F Name and address of principal officer: SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status [X] 501(c) (3)◄ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ HTTP://WWW.SPFUND.ORG/

H(c) Group exemption number ▶

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of Formation 1998 **M** State of legal domicile GA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities SOUTHERN PARTNERS FUND IS A FOUNDATION CREATED TO SERVE SOUTHERN COMMUNITIES AND ORGANIZATIONS SEEKING SOCIAL, ECONOMIC AND ENVIRONMENTAL JUSTICE BY PROVIDING THEM WITH FINANCIAL RESOURCES, TECHNICAL ASSISTANCE AND TRAINING, AND ACCESS TO SYSTEMS OF INFORMATION AND POWER

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5	Total number of employees (Part V, line 2a)	5	7
6	Total number of volunteers (estimate if necessary)	6	29
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

RECEIVED
AUG 0 3 2010
OGDEN, UT
IRS-OSC

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,753,408.	1,131,435.
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-512,599.	330,188.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	911.	600.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,241,720.	1,462,223.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,044,500.	506,755.
	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)	454,397.	495,187.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 225,354.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	330,803.	487,008.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,829,700.	1,488,950.
	19	Revenue less expenses Subtract line 18 from line 12	-587,980.	-26,727.

			Beginning of Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	3,247,129.	3,103,869.
	21	Total liabilities (Part X, line 26)	277,136.	160,603.
	22	Net assets or fund balances Subtract line 21 from line 20	2,969,993.	2,943,266.

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] Signature of officer | 07-29-2010 Date

▶ Janine Lee, President
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] | Date 7/02/10 | Check if self-employed ▶ [X] | Preparer's identifying number (see instructions) P00197666

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ BLAD & GARVIN, LLC
1832 INDEPENDENCE SQUARE, STE. A
DUNWOODY, GA 30338

EIN ▶ 20-3574667
Phone no ▶ (770) 512-7600

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

SCANNED AUG 1 2 2010

3

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission
SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? SEE SCHEDULE O [X] 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 [X] 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 $ 1,128,305. including grants of $ 506,755.) (Revenue $)
SEE SCHEDULE O

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 ► 1,128,305.

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 organizaiton'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 statement 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 statement for the tax year? *If 'Yes,' completing Schedule D Parts XI, XII, and XIII is optional* — 12 A: Yes [ ] 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, and 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 comittee 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 transation 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	22			
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	X	
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	7			
2b 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		
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 ►					
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 deductible?			6b		
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		
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 any 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 other 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: 10			
b Enter the number of voting members that are independent — 1b: 10			
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? SEE SCHEDULE O	6	X	
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? SEE SCHEDULE O	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 or 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 SEE SCHEDULE O			
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	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done* SEE SCHEDULE O	12c	X	
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 of key employees of the organization SEE SCHEDULE O	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. Disclosures

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

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 SEE SCHEDULE O

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

► RANDALL OAKLEY 1776 PEACHTREE ST. NW; SUITE 200 ATLANTA GA 30309 (404) 541-9091

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

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organizations'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 employees '
- 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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
ANN BROWN BOARD CHAIR	40	X		X				0.	0.	0.
GARDENIA WHITE CO-CHAIR	0	X		X				0.	0.	0.
ERIN BYRD TREASURER	0	X		X				0.	0.	0.
MALIKA SANDERS-FORTIER SECRETARY	0	X		X				0.	0.	0.
LEORY JOHNSON DIRECTOR	0	X						0.	0.	0.
CAROLYN FORD DIRECTOR	0	X						0.	0.	0.
KAREN WATSON DIRECTOR	0	X						0.	0.	0.
RON DAVIS DIRECTOR	0	X						0.	0.	0.
TIRSO MORENO DIRECTOR	0	X						0.	0.	0.
EDNA GULLEY DIRECTOR	0	X						0.	0.	0.
JANINE E. LEE PRESIDENT & CEO	0				X			124,583.	0.	0.

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Total ►								124,583.	0.	0.

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 ► 1

		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*	3		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*	4		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*	5		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

(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					
d Related organizations	1d					
e Government grants (contributions)	1e					
f All other contributions, gifts, grants, and similar amounts not included above	1f	1,131,435.				
g Noncash contribns included in lns 1a-1f	$					
h **Total.** Add lines 1a-1f ►			1,131,435.			
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) ►			330,188.			330,188.
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						
b Less cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss) ►						
8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18	a					
b Less direct expenses	b					
c Net income or (loss) from fundraising events ►						
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					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory ►						
Miscellaneous Revenue		Business Code				
11a MISC			600.	600.		
b						
c						
d All other revenue						
e **Total.** Add lines 11a-11d ►			600.			
12 **Total revenue.** See instructions ►			1,462,223.	600.	0.	330,188.

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	506,755.	506,755.		
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				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	124,583.	49,833.	12,458.	62,292.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	276,176.	193,616.	40,776.	41,784.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	8,613.	4,388.	2,099.	2,126.
9 Other employee benefits	55,835.	32,790.	8,403.	14,642.
10 Payroll taxes	29,980.	18,183.	4,386.	7,411.
11 Fees for services (non-employees)				
a Management				
b Legal	40,125.	15,649.	10,031.	14,445.
c Accounting	16,312.		16,312.	
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other	88,331.	56,841.	8,945.	22,545.
12 Advertising and promotion				
13 Office expenses	34,460.	21,264.	4,468.	8,728.
14 Information technology	9,412.	5,537.	1,566.	2,309.
15 Royalties				
16 Occupancy	39,997.	15,599.	9,999.	14,399.
17 Travel	163,301.	138,577.	8,710.	16,014.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,288.	2,452.	1,572.	2,264.
23 Insurance	8,793.	3,429.	2,198.	3,166.
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 CONFERENCE/DONOR DEVELOP.	43,317.	38,776.		4,541.
b PRINTING AND PUBLICATIONS	21,419.	19,173.	487.	1,759.
c MISC	5,050.	1,314.	492.	3,244.
d PROFESSIONAL DEVELOPMENT	4,618.	1,739.	1,130.	1,749.
e BOARD GOVERNANCE	3,225.	1,258.	806.	1,161.
f All other expenses	2,360.	1,132.	453.	775.
25 Total functional expenses Add lines 1 through 24f	1,488,950.	1,128,305.	135,291.	225,354.
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	106,783.	1	80,915.
	2	Savings and temporary cash investments	761,827.	2	286,738.
	3	Pledges and grants receivable, net	340,000.	3	332,993.
	4	Accounts receivable, net	2,776.	4	1,759.
	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		8	
	9	Prepaid expenses and deferred charges	5,743.	9	7,053.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a 64,230.			
	b	Less accumulated depreciation — 10b 56,049.	14,469.	10c	8,181.
	11	Investments – publicly-traded securities	2,015,531.	11	2,386,230.
	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		15	
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	3,247,129.	16	3,103,869.
LIABILITIES	17	Accounts payable and accrued expenses	5,292.	17	13,312.
	18	Grants payable	162,500.	18	40,000.
	19	Deferred revenue		19	
	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	97,168.	23	92,168.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D	12,176.	25	15,123.
	26	**Total liabilities.** Add lines 17 through 25	277,136.	26	160,603.
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	941,062.	27	1,074,479.
	28	Temporarily restricted net assets	423,926.	28	80,442.
	29	Permanently restricted net assets	1,605,005.	29	1,788,345.
		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, and equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	2,969,993.	33	2,943,266.
	34	Total liabilities and net assets/fund balances	3,247,129.	34	3,103,869.

Part XI Financial Statements and Reporting

		Yes	No
1 Accounting method used to prepare the Form 990 [ ] Cash [X] 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?	2c	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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 [X] 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: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

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 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 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 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?

		Yes	No
(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?	**11g (i)**		
(ii) a family member of a person described in (i) above?	**11g (ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g (iii)**		

h Provide the following information about the supported organizations

(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	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col (i) organized in the US? Yes	No	(vii) Amount of Support
Total									

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 'unusual grants ')	1,624,375.	1,679,692.	1,558,326.	1,753,408.	1,131,435.	7,747,236.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge						0.
4 **Total.** Add lines 1 through 3	1,624,375.	1,679,692.	1,558,326.	1,753,408.	1,131,435.	7,747,236.
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)						6,047,814.
6 **Public support.** Subtract line 5 from line 4						1,699,422.

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	1,624,375.	1,679,692.	1,558,326.	1,753,408.	1,131,435.	7,747,236.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources	99,595.	92,970.	111,182.	89,317.	45,512.	438,576.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) SEE PART IV	12,428.	9,353.	401.	911.	600.	23,693.
11 **Total support.** Add lines 7 through 10						8,209,505.

12 Gross receipts from related activities, etc (see instructions) 12 0.

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 20.7 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 15 19.5 %

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the 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. ► X

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 yr 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 'unusual grants ')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 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 yr 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 form 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 inline 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 lns 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 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 ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions.

PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCES TEST - 2009

THROUGHOUT ITS EXISTENCE, THE ORGANIZATION HAS MAINTAINED A CONTINUOUS AND BONA FIDE PROGRAM FOR SOLICITATION OF SUPPORT FROM PUBLIC SOURCES AND IT CARRIES ON ACTIVITIES DESIGNED TO ATTRACT SUPPORT FROM THE GENERAL PUBLIC, FOUNDATIONS AND OTHER ORGANIZATIONS.

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, lines 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: SOUTHERN PARTNERS FUND, INC.

Employer Identification number: 58-2409301

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)	2,255.	
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? [X] Yes [ ] No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?? [X] 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 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 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 easement 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 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

1 a 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 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
1 a Beginning of year balance	1,605,005.	1,603,880.			
b Contributions	183,340.	1,125.			
c Net Investment earnings gains and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,788,345.	1,605,005.			

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► 100.00 %

c Term endowment ► %

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 SEE PART XIV

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
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment		61,709.	53,807.	7,902.
e Other		2,521.	2,242.	279.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				8,181.

Part VII Investments—Other Securities See Form 990, Part X, line 12. N/A

(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 (Column (b) must equal Form 990 Part X, col (B) line 12.) ►		

Part VIII Investments—Program Related (See Form 990, Part X, line 13) N/A

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

Part IX Other Assets (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col (B), line 15) ►	

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
VACATION ACCRUAL	15,123.
Total (Column (b) must equal Form 990, Part X, col (B) line 25) ►	15,123.

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 Financial Statements

1	Total revenue (Form 990, Part VIII,column (A), line 12)	1,462,223.
2	Total expenses (Form 990, Part IX, column (A), line 25)	1,488,950.
3	Excess or (deficit) for the year Subtract line 2 from line 1	-26,727.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	-26,727.

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	1,462,223.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	1,462,223.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investments 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	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	1,462,223.

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

1	Total expenses and losses per audited financial statements			1	1,488,950.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	1,488,950.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investments 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	
5	Total expenses Add lines **3** and **4c** (This must equal Form 990, Part I, line 18)			5	1,488,950.

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 V, LINE 4 - INTENDED USES OF ENDOWMENT FUND

THE EARNINGS ARE FOR THE GENERAL PURPOSES OF THE ORGANIZATION.

Part XIV **Supplemental Information** *(continued)*

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,' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

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 SEE PART IV

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
SEE ATTACHED EXHIBIT A							SOCIAL, ECONOMIC AND ENVIRONMENTAL
		501C3	506,755	0.			JUSTICE

2 Enter total number of section 501(c)(3) and government organizations ▶ 66

3 Enter total number of other organizations ▶ 0

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.

PART I, LINE 2 - GRANTMAKER'S DESCRIPTION OF HOW GRANTS ARE USED

THE ORGANIZATION HAS ESTABLISHED CRITERIA FOR ELIGIBILITY. THE GRANT APPLICATIONS ARE REVIEWED BY GRANT PANEL COMMITTEES. MOST GRANTS REQUIRE BOARD APPROVAL. ALL GRANT RECIPIENTS MUST SUBMIT A FINAL REPORT. THEY WILL NOT RECEIVE FUTURE FUNDING UNTIL THE FINAL REPORT IS SUBMITTED. A PROGRAM OFFICER IS RESPONSIBLE FOR MONITORING THE GRANT ACTIVITIES.

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	Employer identification number
SOUTHERN PARTNERS FUND, INC.	58-2409301

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

SOUTHERN PARTNERS FUND IS A FOUNDATION CREATED TO SERVE SOUTHERN COMMUNITIES AND ORGANIZATIONS SEEKING SOCIAL, ECONOMIC AND ENVIRONMENTAL JUSTICE BY PROVIDING THEM WITH FINANCIAL RESOURCES, TECHNICAL ASSISTANCE AND TRAINING, AND ACCESS TO SYSTEMS OF INFORMATION AND POWER

FORM 990, PART III, LINE 2 - NEW SERVICES

SOUTHERN PARTNERS FUND CELEBRATED 10 YEARS OF EXCELLENCE IN PHILANTHROPY IN THE THE SOCIAL JUSTICE INSTITUTE (SJI) IS A LEADERSHIP DEVELOPMENT AND CAPACITY BUILDING PROGRAM DESIGNED TO ENHANCE THE SUSTAINABILITY OF SPF'S GRANTEE ORGANIZATIONS AND OTHER GRASSROOTS ORGANIZATIONS COMMITTED TO UNDER RESOURCED INDIVIDUALS AND COMMUNITIES IN THE SOUTH. WE RECOGNIZE THE VITAL IMPORTANCE OF MAKING CAPACITY BUILDING A PRIORITY; NOT ONLY FOR SOUTHERN PARTNERS FUND AS A FOUNDATION, BUT ALSO FOR OUR GRANTEE PARTNERS. THESE GROUPS AND ORGANIZATIONS SERVE AN IMPORTANT ROLE IN ADDRESSING THE NEEDS OF CHILDREN, YOUTH AND FAMILIES IN RURAL COMMUNITIES, TO IMPROVE THEIR CONDITIONS AND CREATE A LEGACY FOR FUTURE GENERATIONS. THE PROGRAMS AND INFORMATION OFFERED BY THE SOCIAL JUSTICE INSTITUTE ARE DESIGNED TO PROMOTE KNOWLEDGE BUILDING, BEST PRACTICES IN ORGANIZATIONAL MANAGEMENT, AND INCREASE COLLECTIVE UNDERSTANDING OF HISTORICAL AND PRESENT CIVIL AND HUMAN RIGHTS ISSUES IN THE SOUTH.

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

THE SOCIAL JUSTICE INSTITUTE (SJI) IS A LEADERSHIP DEVELOPMENT AND CAPACITY BUILDING PROGRAM DESIGNED TO ENHANCE THE SUSTAINABILITY OF SPF'S GRANTEE ORGANIZATIONS AND OTHER GRASSROOTS ORGANIZATIONS COMMITTED TO UNDER RESOURCED INDIVIDUALS AND COMMUNITIES IN THE SOUTH. WE RECOGNIZE THE VITAL IMPORTANCE OF MAKING CAPACITY BUILDING A PRIORITY; NOT ONLY FOR SOUTHERN PARTNERS FUND AS A FOUNDATION, BUT ALSO FOR OUR GRANTEE PARTNERS. THESE GROUPS AND ORGANIZATIONS SERVE AN IMPORTANT ROLE IN

Name of the organization: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

ADDRESSING THE NEEDS OF CHILDREN, YOUTH AND FAMILIES IN RURAL COMMUNITIES, TO IMPROVE THEIR CONDITIONS AND CREATE A LEGACY FOR FUTURE GENERATIONS. THE PROGRAMS AND INFORMATION OFFERED BY THE SOCIAL JUSTICE INSTITUTE ARE DESIGNED TO PROMOTE KNOWLEDGE BUILDING, BEST PRACTICES IN ORGANIZATIONAL MANAGEMENT, AND INCREASE COLLECTIVE UNDERSTANDING OF HISTORICAL AND PRESENT CIVIL AND HUMAN RIGHTS ISSUES IN THE SOUTH.

OVER THE PAST 11 YEARS, SPF HAS AWARDED CLOSE TO 11 MILLION DOLLARS TO GRASSROOTS ORGANIZING GROUPS MOSTLY IN THE RURAL SOUTH. SPF PROVIDES GENERAL OPERATING SUPPORT, SPECIAL INITIATIVE AWARDS, TECHNICAL ASSISTANCE, TRAVEL AND DISCRETIONARY GRANTS TO ORGANIZATIONS IN TWELVE STATES: ALABAMA, ARKANSAS, FLORIDA, GEORGIA, KENTUCKY, LOUISIANA, MISSISSIPPI, NORTH CAROLINA, SOUTH CAROLINA, TENNESSEE, VIRGINIA, AND WEST VIRGINIA. AN OVERVIEW OF SPF'S THREE MAJOR GRANTS PROGRAMS IS BELOW.

1-REGULAR GRANTS CYCLE (RGC)

THROUGH THE REGULAR GRANTS CYCLE, SPF TYPICALLY AWARDS APPROXIMATELY $500,000 IN GRANTS ANNUALLY THROUGH A REQUEST FOR PROPOSALS (RFP) PROCESS TO ORGANIZATIONS IN THE RURAL SOUTH TO SUPPORT SOCIAL, ECONOMIC, AND ENVIRONMENTAL JUSTICE. ALTHOUGH SPF SUPPORTS PROGRAM-SPECIFIC REQUESTS, THE MAJORITY OF ITS GRANTS ARE AWARDED AS GENERAL OPERATING SUPPORT.

2-TECHNICAL ASSISTANCE/ TRAVEL/ DISCRETIONARY FUND (DISCRETIONARY FUND)

SPF'S DISCRETIONARY GRANTS PROGRAM AWARDS APPROXIMATELY $50,000 IN GRANTS ANNUALLY FOR TECHNICAL ASSISTANCE, TRAVEL ASSISTANCE AND EMERGENCY NEEDS. GRANTS TYPICALLY SUPPORT ORGANIZATIONAL CAPACITY-BUILDING, STAFF AND BOARD LEADERSHIP SKILLS, HOSTING

Name of the organization: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

CONFERENCES, AND TRAVEL TO CONFERENCES AND WORKSHOPS. TRAVEL ASSISTANCE SUPPORTS ORGANIZATIONS EFFORTS TO BUILD KNOWLEDGE AND GROW RELATIONSHIPS BETWEEN ISOLATED GROUPS ACTIVELY ENGAGED IN SIMILAR ISSUES. APPLICATIONS FOR THIS PROGRAM ARE ACCEPTED ON A ROLLING BASIS.

3-JUSTICE FUND FOR EMERGENC RELIEF AND RENEWAL (JUSTICE FUND)

THE JUSTICE FUND WAS CREATED IN SEPTEMBER 2005 IN DIRECT RESPONSE TO HURRICANE KATRINA IN ORDER TO PROVIDE SHORT-TERM RELIEF, MID-TERM ASSISTANCE, AND LONG TERM SUPPORT FOR COMMUNITY RENEWAL. THE FUND SUPPORTED OUR GRANTEE PARTNERS AND ALLIED SOCIAL CHANGE ORGANIZING GROUPS TO ENSURE THAT THE RESOURCES GOT TO THE PEOPLE WHO NEEDED THEM MOST. IN ADDITION TO RELIEF EFFORT, THE JUSTICE FUND HAS HELPED SUPPORT LOCAL, STATEWIDE AND REGIONAL GATHERINGS OF SOUTHERN ORGANIZERS TO DISCUSS RELIEF ACTIVITIES, MOVEMENT BUILDING WITH THOSE AFFECTED, AND SUPPORTED STRATEGIES LEADING TO CHANGE IN PUBLIC POLICY. FUNDS HAVE ALSO BEEN USED TO SUPPORT THE WORK OF GATHERING, DOCUMENTING AND DISSEMINATING THE STORIES OF PEOPLE IN THE GULF REGION. IN 2008, THE SCOPE OF THE JUSTICE FUND WAS EXPANDED TO ADDRESS NOT ONLY HURRICANE RECOVERY IN THE GULF BUT MAJOR NATURAL DISASTERS AND MAN-MADE DISASTERS IN THE SOUTHEAST. THE JUSTICE FUND TYPICALLY SUPPORTS COMMUNITIES AND ORGANIZATIONS THAT FALL WITHIN THE SCOPE OF SOUTHERN PARTNERS FUND'S MISSION. DONATIONS TO THE JUSTICE FUND ARE ALLOCATED TO:

JUSTICE FUND EMERGENCY RELIEF

SUPPORTS IMMEDIATE RESPONSE TO AND RELIEF FROM DISASTERS THAT OCCUR IN SPF'S 12 REGIONAL FOCUS STATES. FUNDING IS AVAILABLE FOR A 3 MONTH WINDOW AFTER A SPECIFIC EVENT ON AN "AS NEEDED" ROLLING BASIS. WHILE PRIORITY WILL BE GIVEN TO ORGANIZATIONS

Name of the organization: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)

THAT HAVE A COMPONENT OF COMMUNITY ORGANIZING IN THEIR MISSIONS, SPF RECOGNIZES THAT MANY ORGANIZATIONS ARE CALLED UPON TO FACILITATE EMERGENCY RESPONSE IN CRISIS SITUATIONS.

JUSTICE FUND RENEWAL

SUPPORTS MID-TERM AND LONG-TERM REBUILDING EFFORTS AFTER DISAS

FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDE

THERE IS ONE CLASS OF MEMBERSHIP. BOARD MEMBERS, STAFF AND VOLUNTEERS OF ORGANIZATIONS ELIGIBLE TO BE GRANTEE PARTNERS OF THE SOUTHERN PARTNERS FUND, INC. ARE ELIGIBLE TO BE MEMBERS

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

MEMBERS ELECT INDIVIDUALS TO SERVE ON THE BOARD OF DIRECTORS

FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS

DRAFT OF THE 990 CIRCULATED TO THE EXECUTIVE COMMITTEE BEFORE ISSUING IN FINAL

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

CONFLICT OF INTEREST POLICY REVIEWED ON AN ANNUAL BASIS

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEES

THE EXECUTIVE COMMITTEE DETERMINES THE PRESIDENT/CEO'S SALARY BASED ON MARKET CONSIDERATIONS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

EACH REQUEST IS EVALUATED BASED ON NEED FOR INFORMATION.

Name of the organization: SOUTHERN PARTNERS FUND, INC.

Employer identification number: 58-2409301

PART II, LINE 10 - OTHER INCOME

NATURE AND SOURCE	2009	2008	2007	2006	2005
OTHER INCOME	600.	911.	401.	9,353.	12,428.
TOTAL	$ 600.	$ 911.	$ 401.	$ 9,353.	$ 12,428.

Southern Partners Fund
Schedule I, Part II, Line 1(a)
2009

Date	Organization	Amount
01/25/2009	Action Communication and Education Reform	12,500 00
01/25/2009	Alabama Rivers Alliance	7,500 00
01/25/2009	Apalachicola Bay and River Keeper, Inc	5,000 00
01/25/2009	Appalachian Women's Alliance	12,000 00
04/07/2009	Arkansas Human Dev Corp	2,000 00
01/25/2009	Arkansas Public Policy Panel	20,000 00
01/25/2009	Berean Community Development Corporation	5,000 00
01/25/2009	Center for Participatory Change	10,000 00
04/28/2009	Centro de los Derechos del Migrante, Inc	5,000 00
01/25/2009	Challenge West Virginia, Inc	10,000 00
01/25/2009	Community Culture and Resource Center	13,755 00
01/25/2009	Community Economic Dev Network of E TN	5,000 00
02/10/2009	Community Wholeness Venture	2,500 00
08/20/2009	Delta Citizens Alliance	2,000 00
01/25/2009	Direct Action Welfare Group	7,000 00
10/09/2009	Economic Justice Coalition	675 00
01/25/2009	Environmental Community Action, Inc	12,500 00
01/25/2009	Fair Housing Agency of Alabama	5,000 00
01/25/2009	Fair Shake Network	7,500 00
08/20/2009	Farmworker Association of Florida	2,000 00
01/25/2009	Farmworkers Self-Help, Inc	17,350 00
08/20/2009	Fed of South Coop Land Asstnc Fund	2,100 00
03/27/2009	Fourth World Movement	1,200 00
01/25/2009	Friends of Blackwater, Inc	5,000 00
01/25/2009	GALEO Latino Community Dev Fund	5,000 00
01/25/2009	Georgia Latino Alliance for Human Rights	11,000 00
01/25/2009	Glynn Environmental Coalition	5,000 00
08/20/2009	Grassroots Empowerment Alliance of Rome	1,000 00
01/28/2009	Greater Rome Area Community Enterprises	3,000 00
12/11/2009	Gulf County United Community Dev Corp	5,545 00
01/25/2009	James L Barnes Community Dev Corp	5,000 00
01/25/2009	Just Economics	7,500 00
01/25/2009	Kentucky Coalition for Immigrant	5,000 00
01/25/2009	Kentucky Fairness Alliance	7,500 00
01/25/2009	Latino Advocacy Coalition of Henderson Co	10,000 00
01/25/2009	Latinos for Education and Justice Org	7,520 00
01/25/2009	Louisiana Bucket Brigade	5,000 00
01/25/2009	McIntosh Sustainable Env & Economic Dev	18,500 00
04/28/2009	Military Toxics Project	3,500 00
01/25/2009	MS Workers Center for Human Rights	7,500 00
01/25/2009	Newtown Florist Club	21,500 00
01/25/2009	North Carolina Latino Coalition	10,000 00
01/25/2009	North Florida Educational Dev Corp	7,000 00

Southern Partners Fund
Schedule I, Part II, Line 1(a)
2009

01/25/2009	One Dozen Who Care	5,000 00
01/25/2009	Rural Communıty Allıance	5,000 00
01/25/2009	Save Our Cumberland Mountaıns Resource Pr	5,000 00
02/10/2009	Second Chance	2,000 00
03/27/2009	South Carolına Progressıve Network	2,000 00
01/25/2009	South Carolına Rural Educatıon Grassroots	7,000 00
01/25/2009	South Carolına Unıted Actıon	10,000 00
01/25/2009	South Central Educatıonal Dev , Inc	10,000 00
01/25/2009	Southeast Reg Economıc Justıce Network	7,500 00
01/25/2009	Southern Echo	36,500 00
01/25/2009	Southerners on New Ground	10,000 00
08/03/2009	Southwest AL Assoc Rural & Mınorıty Women	2,000 00
01/25/2009	Tennesseans for Faır Taxatıon	12,500 00
01/25/2009	Tennessee Immıgrant and Refugee Rıghts	8,000 00
01/25/2009	Toxıc Free NC	5,000 00
04/28/2009	Treutlen County Communıty Sewıng Center	895 00
01/25/2009	UE Research & Educatıon Fund	14,000 00
02/10/2009	Upward Communıty Reınvestment Coalıtıon	1,405 00
01/25/2009	Vırgınıa Black Lung Assocıatıon	6,310 00
04/28/2009	We Count!, Inc	13,500 00
01/25/2009	Western North Carolına Allıance	10,000 00
04/28/2009	Women's Project	2,000 00
01/25/2009	Youth Innovatıon Movement Solutıons	12,500 00
		506,755.00

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 File by the due date for filing your return See instructions	Name of Exempt Organization SOUTHERN PARTNERS FUND, INC.	**Employer identification number** 58-2409301
	Number street and room or suite number If a P O box see instructions 1776 PEACHTREE ST. NW #200	
	City town or post office state and ZIP code For a foreign address, see instructions ATLANTA, GA 30309	

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 (section 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 ► RANDALL OAKLEY

Telephone No ► (404) 541-9091 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 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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**	$ 0.
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**	$ 0.
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**	$ 0.

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