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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MAYER & ARLENE MITCHELL CHARITABLE FOUNDATION		A Employer identification number 63-0935456
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 16006		B Telephone number (see the instructions) (251) 344-3800
	City or town State ZIP code MOBILE AL 36616		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 1,620,602.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	17,729.	17,710.	0.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	-1,665.	16,156.			
12 Total. Add lines 1 through 11	16,064.	33,866.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	12,561.	12,561.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	599.	1,299.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	1,162.	726.		
	24 Total operating and administrative expenses. Add lines 13 through 23	14,322.	14,586.		
25 Contributions, gifts, grants paid	127,830.			127,830.	
26 Total expenses and disbursements. Add lines 24 and 25	142,152.	14,586.		127,830.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-126,088.				
b Net investment income (if negative, enter -0-)		19,280.			
c Adjusted net income (if negative, enter -0-)			0.		

P
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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing		6,356.	6,356.
	2 Savings and temporary cash investments	335,805.	144,970.	144,970.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)	SEE ATTACH	1,750.	1,750.
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	200,184.	142,232.	134,571.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	0.	97,927.	98,312.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	1,037,834.	1,054,500.	1,234,643.	
14 Land, buildings, and equipment, basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe _____)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,573,823.	1,447,735.	1,620,602.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)			
	NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>	
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		1,573,823.	1,447,735.	
30 Total net assets or fund balances (see the instructions)		1,573,823.	1,447,735.	
31 Total liabilities and net assets/fund balances (see the instructions)		1,573,823.	1,447,735.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,573,823.
2 Enter amount from Part I, line 27a	2	-126,088.
3 Other increases not included in line 2 (itemize) _____	3	
4 Add lines 1, 2, and 3	4	1,447,735.
5 Decreases not included in line 2 (itemize) _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,447,735.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Bond-Colonial Realty LP	P	03/10/09	09/10/09
b 2424.242 SH-Oakmark International Fund	P	01/31/08	12/18/09
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 125,000.		123,656.	1,344.
b 40,000.		59,165.	-19,165.
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			1,344.
b			-19,165.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-17,821.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	223,995.	1,822,073.	0.122934
2007	132,058.	2,227,141.	0.059295
2006	50,322.	1,861,072.	0.027039
2005	142,974.	1,899,862.	0.075255
2004	93,983.	1,843,880.	0.050970

2 Total of line 1, column (d)	2	0.335493
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.067099
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,460,081.
5 Multiply line 4 by line 3	5	97,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	193.
7 Add lines 5 and 6	7	98,163.
8 Enter qualifying distributions from Part XII, line 4	8	127,830.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	193 .
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0 .
3 Add lines 1 and 2		3	193 .
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0 .
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	193 .
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	500 .	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	500 .	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	307 .	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	307 .	Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address N/A				
14	The books are in care of J DONALD MELTON CPA Telephone no. (251) 344-3800			
	Located at 3800 AIRPORT BLVD SUITE 330 MOBILE AL ZIP + 4 36608			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year 15			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? <input type="checkbox"/>	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARLENE F MITCHELL PO BOX 16006 MOBIL AL 36616	PRESIDENT 1.00	0.	0.	0.
JAMES M GRODNICK PO BOX 16006 MOBIL AL 36616	VICE-PRES 1.00	0.	0.	0.
JOY MITCHELL GRODNICK PO BOX 16006 MOBIL AL 36616	SECRETARY 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

▶ None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter **NONE**.

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

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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	1,345,851.
b Average of monthly cash balances	1 b	139,003.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	1,484,854.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,484,854.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,273.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,462,581.
6 Minimum investment return. Enter 5% of line 5	6	73,129.

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

1 Minimum investment return from Part X, line 6	1	73,129.
2a Tax on investment income for 2009 from Part VI, line 5	2 a	193.
b Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	193.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	72,936.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	72,936.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	72,936.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	127,830.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	127,830.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	193.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	127,637.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				72,936.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	21,964.			
c From 2006	0.			
d From 2007	22,041.			
e From 2008	132,891.			
f Total of lines 3a through e	176,896.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 127,830.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				72,936.
e Remaining amount distributed out of corpus	54,894.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	231,790.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	231,790.			
10 Analysis of line 9				
a Excess from 2005	21,964.			
b Excess from 2006	0.			
c Excess from 2007	22,041.			
d Excess from 2008	132,891.			
e Excess from 2009	54,894.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H ST N.W. Washington DC 20001			EDUCATIONAL	75,000.
ALZHEIMER'S OF CENTRAL AL 903 Euclid Ave Birmingham AL 35213			RESEARCH	100.
AMERICAN JR MISS 751 Government St Mobile AL 36602			EDUCATIONAL	5,055.
AMERICAN JEWISH COMMITTEE 165 East 56th St New York NY 10022			CHARITABLE	150.
ATLANTA CHILDREN'S SHELTER 607 Peachtree St NE Atlanta GA 30308			CHARITABLE	50.
BIRTHRIGHT ISRAEL 33 E 33rd St 7th FL New York NY 10016			EDUCATIONAL	1,000.
GOODWILL EASTER SEALS 2448 Gordon Smith Dr Mobile AL 36617			RESEARCH	100.
CAMP-RAP-A-HOPE 2701 Airport Blvd Mobile AL 36606			CHARITABLE	250.
CONGREGATION AHAVAS CHESED 705 REGENCY WAY MOBILE AL 36608			RELIGIOUS	2,000.
See Line 3a statement				44,125.
Total			3a	127,830.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Net capital gain(loss) -Part IV	-17,821.	0.	
K1 Section 988-Arlington Private	5,421.	5,421.	
K1 STCG-Arlington Private Value	6,383.	6,383.	
K1 LTCG-Arlington Private Value	4,352.	4,352.	
Total	-1,665.	16,156.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
K1 Foreign Taxes-Arlington Priva	1,005.	1,005.		
K1 Foreign Taxes-Morgan Keegan M	294.	294.		
Federal Income Taxes	-700.	0.		
Total	599.	1,299.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Dues & Subscriptions	247.			
Bank Fees	189.			
K1 Misc Adm Expense-Arlington Pr	726.	726.		
Total	1,162.	726.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> RICHARD CRAIG MITCHELL PO BOX 16006 MOBIL AL 36616	ASST SECRETARY 0.50	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> MELINDA M WERTHERIM PO BOX 16006 MOBIL AL 36616	DIRECTOR 0.50	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> 				

Total

0. 0. 0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

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

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CYO/TOY BOWL			CHARITABLE	Person or <input type="checkbox"/>
St Mary Catholic Sch				Business <input checked="" type="checkbox"/>
Mobile AL 36608				10.
GULF COAST EXPLOREUM			EDUCATIONAL	Person or <input type="checkbox"/>
P O Box 1968				Business <input checked="" type="checkbox"/>
Mobile AL 36633				150.
CHRIST UNITED METHODIST CHURCH			RELIGIOUS	Person or <input type="checkbox"/>
6101 GRELOT RD				Business <input checked="" type="checkbox"/>
Mobile AL 36609				1,000.
HELP HOSPITALIZED VETERANS			CHARITABLE	Person or <input type="checkbox"/>
P O Box 98088				Business <input checked="" type="checkbox"/>
Washington DC 20090				10.
FRIENDS OF YEMIN ORDE			EDUCATIONAL	Person or <input type="checkbox"/>
4501 Connecticut Ave				Business <input checked="" type="checkbox"/>
Washington DC 20008				180.
GOLDRING/WOLDENBERG INSTITUTE			RELIGIOUS	Person or <input type="checkbox"/>
P O BOX 16528				Business <input checked="" type="checkbox"/>
JACKSON MS 39236				1,000.
MOBILE ARTS COUNCIL			EDUCATIONAL	Person or <input type="checkbox"/>
P O Box 372				Business <input checked="" type="checkbox"/>
Mobile AL 36601				500.
UNIV OF SO ALABAMA			EDUCATIONAL	Person or <input type="checkbox"/>
TEPLICK M.D. FUND				Business <input checked="" type="checkbox"/>
MOBILE AL 36688				50.
UNIV OF SO ALABAMA			EDUCATIONAL	Person or <input type="checkbox"/>
-TRP III Suite 2400				Business <input checked="" type="checkbox"/>
MOBILE AL 36688				100.
USA MITCHELL CANCER INSTITUTE			RESEARCH	Person or <input type="checkbox"/>
307 N Univ Bld				Business <input checked="" type="checkbox"/>
Mobile AL 36688				1,350.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
UNIV OF SO ALABAMA			RESEARCH	Person or <input type="checkbox"/>
SHRIMP FOR LIFE NY-307 N Univ Blvd				Business <input checked="" type="checkbox"/>
MOBILE AL 36688				1,350.
MOBILE OPERA			EDUCATIONAL	Person or <input type="checkbox"/>
257 Dauphin St				Business <input checked="" type="checkbox"/>
Mobile AL 36602				1,000.
MOBILE BALLET			EDUCATIONAL	Person or <input type="checkbox"/>
4351 Downtowner Loop N				Business <input checked="" type="checkbox"/>
MOBILE AL 36609				1,000.
MOBILE SYMPHONY			EDUCATIONAL	Person or <input type="checkbox"/>
P O BOX 3127				Business <input checked="" type="checkbox"/>
MOBILE AL 36652				11,000.
MULHERIN CUSTODIAL HOME			CHARITABLE	Person or <input type="checkbox"/>
2496 Halls Mill Rd				Business <input checked="" type="checkbox"/>
Mobile AL 36606				200.
OR HADASH SYNAGOGUE			RELIGIOUS	Person or <input type="checkbox"/>
6751 Roswell Road, Suite 127				Business <input checked="" type="checkbox"/>
Atlanta GA 30328				300.
PEOPLE TO PEOPLE AMBASSADOR PROGRAMS			CHARITABLE	Person or <input type="checkbox"/>
P O BOX 34902				Business <input checked="" type="checkbox"/>
Seattle, WA 98124				100.
TEAM FOCUS			CHARITABLE	Person or <input type="checkbox"/>
1105 Hillcrest Rd SUITE A				Business <input checked="" type="checkbox"/>
Mobile AL 36695				1,800.
RAMAH DAROM			RELIGIOUS	Person or <input type="checkbox"/>
6400 Power Ferry Rd				Business <input checked="" type="checkbox"/>
Atlanta GA 30339				100.
SENIOR CITIZENS SERVICES			CHARITABLE	Person or <input type="checkbox"/>
1717 Dauphin St				Business <input checked="" type="checkbox"/>
MOBILE AL 36604				7,525.
THE LEUKEMIA & LYMPHOMA SOCIETY			RESEARCH	Person or <input type="checkbox"/>
P O BOX 9031				Business <input checked="" type="checkbox"/>
Pittsfield MA 01202				50.
THE LITTLE TREE LEARNING CENTER			CHARITABLE	Person or <input type="checkbox"/>
P O Box 1306				Business <input checked="" type="checkbox"/>
Mobile AL 36575				50.
THE MITCHELL CANCER INSTITUTE			RESEARCH	Person or <input type="checkbox"/>
UNIV OF SO AL-Tech/Research Park Suite 2				Business <input checked="" type="checkbox"/>
Mobile AL 36688				15,250.
USA CHILDRENS/WOMEN HOSPITAL			CHARITABLE	Person or <input type="checkbox"/>
PO Box 40340				Business <input checked="" type="checkbox"/>
MOBILE AL 36640				50.

Total

44,125.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MBI LLC	Asset Mgmt Fees	5,945.	5,945.		
K1-Arlington Private	Mgmt Fees	6,616.	6,616.		
Total		<u>12,561.</u>	<u>12,561.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
OAKMARK INTERNATIONAL	142,232.	134,571.
Total	<u>142,232.</u>	<u>134,571.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
BOND-COLONIAL REALTY LP	97,927.	98,312.
Total	<u>97,927.</u>	<u>98,312.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Arlington Private Value Fund LLC	554,500.	557,827.
GT OFFSHORE PARTNERS CLASS A	178,000.	279,171.
GT GLOBE HEDGE (CLASS B)	322,000.	397,645.
Total	<u>1,054,500.</u>	<u>1,234,643.</u>

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
1099-Morgan Keegan-Dividend	1,509.
- MM Interest	20.
- Bond Interest-CLP	7,343.
K1-Arlington Private Balue Fund LLC INT	9.
K1-Arlington Private Balue Fund LLC DIVD	8,848.
LESS US OBLIG INT INCLUDED IN DIVD	-19.
Total	<u>17,710.</u>

Reminder Notes and Narratives

MAYER & ARLENE MITCHELL CHARITABLE FOUNDATION

63-0935456

Form 990-PF, p2: Line 6 Description -----

Receivable Due from-

Arlene F Mitchell--reimb for event benefit received--

USA The Mitchell Cancer Institute's
inaugural "Celebrate Hope Gala".