Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 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
ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2000 MORRIS AVENUE, SUITE 1300

City or town, state, and ZIP code
BIRMINGHAM, AL 35203

A Employer identification number 63-1263667

B Telephone number 205-488-4300

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,048,054.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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))

		(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	47,310.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,846.	3,846.		STATEMENT 1
	4 Dividends and interest from securities	51,882.	51,882.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<14,749.>			
	b Gross sales price for all assets on line 6a 22,511.				
	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 or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	88,289.	55,728.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,760.	3,760.		0.
	c Other professional fees STMT 4	7,163.	7,163.		0.
	17 Interest				
	18 Taxes STMT 5	2,098.	1,787.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,021.	12,710.		0.
	25 Contributions, gifts, grants paid	444,914.			444,914.
	26 **Total expenses and disbursements.** Add lines 24 and 25	457,935.	12,710.		444,914.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<369,646.>			
	b **Net investment income** (if negative, enter -0-)		43,018.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

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09450702 136064 ARL6605 2009.03060 ARLINGTON PARTNERS CHARITAB ARL66051

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,791,094.	1,197,208.	1,197,208.
	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			
	7 Other notes and loans receivable ▶ 2,120.			
	Less: allowance for doubtful accounts ▶		2,120.	2,120.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	355,695.	1,637,321.	1,848,726.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,146,789.	2,836,649.	3,048,054.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted	3,146,789.	2,836,649.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,146,789.	2,836,649.	
	31 **Total liabilities and net assets/fund balances**	3,146,789.	2,836,649.	

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	3,146,789.
2	Enter amount from Part I, line 27a	2	<369,646.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	59,506.
4	Add lines 1, 2, and 3	4	2,836,649.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,836,649.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ARLINGTON TRUST- VARIOUS SECURITIES	P		
b	ARLINGTON TRUST- VARIOUS SECURITIES	P		
c	CAPITAL GAINS DIVIDENDS			
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	5,398.		7,925.	<2,527.>
b	16,782.		29,335.	<12,553.>
c	331.			331.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<2,527.>
b				<12,553.>
c				331.
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<14,749.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	400,600.	3,330,364.	.120287
2007	495,596.	2,401,609.	.206360
2006	402,309.	1,397,582.	.287861
2005	414,054.	1,619,797.	.255621
2004	225,674.	1,325,351.	.170275

2 **Total** of line 1, column (d)	2	1.040404
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	.208081
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,058,926.
5 Multiply line 4 by line 3	5	636,504.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	430.
7 Add lines 5 and 6	7	636,934.
8 Enter qualifying distributions from Part XII, line 4	8	444,914.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	860.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	860.
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	860.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,626.		
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	4,626.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	3,766.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 3,766. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENNETH POLK Telephone no. ▶ 205-488-4300

Located at ▶ 2000 MORRIS AVENUE, SUITE 1300, BIRMINGHAM, AL ZIP+4 ▶ 35203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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? N/A ☐ 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? N/A | 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.

(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
KENNETH H. POLK 2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203	DIRECTOR 0.50	0.	0.	0.
WILLIAM K. NICROSI II 2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203	DIRECTOR 0.50	0.	0.	0.
RHETT C. BENNETT 2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203	DIRECTOR 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2009)

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 FOUNDATION GRANTS TO QUALIFYING 501(C)(3) ORGANIZATIONS TO FURTHER THEIR TAX EXEMPT PURPOSE.	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,145,165.
b	Average of monthly cash balances		1b	1,960,344.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,105,509.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,105,509.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	46,583.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,058,926.
6	**Minimum investment return.** Enter 5% of line 5		6	152,946.

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	152,946.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 860.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	860.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	152,086.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	152,086.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	152,086.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	444,914.
b	Program-related investments - total from Part IX-B	1b	0.
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)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	444,914.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	444,914.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				152,086.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 160,918.				
b From 2005 334,764.				
c From 2006 333,196.				
d From 2007 381,625.				
e From 2008 234,921.				
f **Total** of lines 3a through e	1,445,424.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 444,914.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				152,086.
e Remaining amount distributed out of corpus	292,828.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,738,252.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	160,918.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,577,334.			
10 Analysis of line 9:				
a Excess from 2005 334,764.				
b Excess from 2006 333,196.				
c Excess from 2007 381,625.				
d Excess from 2008 234,921.				
e Excess from 2009 292,828.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

BOARD OF DIRECTORS; C/O KENNETH POLK, 205-488-4300
2000 MORRIS AVENUE, SUITE 1300, BIRMINGHAM, AL 35203

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

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*				
SEE STATEMENT 9				
Total			▶ **3a**	444,914.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

923611 02-02-10

09450702 136064 ARL6605 2009.03060 ARLINGTON PARTNERS CHARITAB ARL66051

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,846.	
4 Dividends and interest from securities			14	51,882.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	<14,749.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		40,979.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 40,979.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 7-6-10 Title: DIRECTOR

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 7/2/2010	Check if self-employed ☐
Preparer's identifying number			
Firm's name (or yours if self-employed), address, and ZIP code	ARLINGTON ASSOCIATES, LLC 2000 MORRIS AVENUE, SUITE 1200 BIRMINGHAM, AL 35203	EIN	
		Phone no.	205-488-4330

Form **990-PF** (2009)

923622 02-02-10

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.	63-1263667

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

Employer identification number
63-1263667

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARLINGTON ASSOCIATES, LLC 2000 MORRIS AVENUE; SUITE 1200 BIRMINGHAM, AL 35203	$ 2,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ARLINGTON CAPITAL ADVISORS, LLC 2000 MORRIS AVENUE; SUITE 1100 BIRMINGHAM, AL 35203	$ 750.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	JON MOODY 420 LOWELL DRIVE SE, SUITE 106 HUNTSVILLE, AL 35801	$ 6.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	RHETT BENNETT 1758 HUNTINGDON ROAD HOMEWOOD, AL 35209	$ 700.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	WILLIAM NICROSI 4133 SHARPSBURG DRIVE BIRMINGHAM, AL 35213	$ 604.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	STEVEN L. HINES 1108 ROLLING HILLS CIRCLE BIRMINGHAM, AL 35244	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.	63-1263667

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	KENNETH POLK 10 ROCKLEDGE ROAD BIRMINGHAM, AL 35213	$ 33,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	ARLINGTON INVESTMENT PARTNERS, LLC 2000 MORRIS AVENUE; SUITE 1100 BIRMINGHAM, AL 35203	$ 750.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ARLINGTON TRUST COMPANY	3,846.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,846.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARLINGTON TRUST COMPANY	51,882.	0.	51,882.
ARLINGTON TRUST COMPANY	331.	331.	0.
TOTAL TO FM 990-PF, PART I, LN 4	52,213.	331.	51,882.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,760.	3,760.		0.
TO FORM 990-PF, PG 1, LN 16B	3,760.	3,760.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	7,163.	7,163.		0.
TO FORM 990-PF, PG 1, LN 16C	7,163.	7,163.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,787.	1,787.		0.
FEDERAL TAX PAID	311.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,098.	1,787.		0.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 6

DESCRIPTION	AMOUNT
REVERSE PY UNREALIZED LOSS ON INVESTMENTS	59,506.
TOTAL TO FORM 990-PF, PART III, LINE 3	59,506.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WACHOVIA CORP STOCK	11,001.	3,401.
LONGLEAF PARTNERS STOCK	168,972.	190,195.
CHASE GROWTH FUND STOCK	67,578.	88,585.
BANCO BILBAO VIZCAYA STOCK	282,372.	376,909.
SCHWAB S&P 500 INDEX FUND	20,548.	15,652.
LONGLEAF PARTNERS INTERNATIONAL STOCK	14,635.	22,084.
REGIONS STOCK	7,133.	4,761.
PIMCO TOTAL RETURN	268,011.	277,666.
PIMCO REAL RETURN FUND	67,261.	71,049.
PIMCO ASSET FUND	138,610.	146,296.
DIAMOND HILL LONG-SHORT	65,002.	72,955.
ATC EVERGREEN SELECT FIXED	130,335.	138,436.
ATC TEMPLETON GLOBAL BOND	132,652.	141,342.
STONE HARBOR HY BOND	134,211.	149,755.
SHS MASTERS SELECT FUND	129,000.	149,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,637,321.	1,848,726.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS — PART VII-A, LINE 10 — STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
BRIAN SNODDY	2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203
BILL ISRAEL	2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203
JON MOODY	2000 MORRIS AVENUE; SUITE 1300 BIRMINGHAM, AL 35203

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ABUNDANT LIFE MINISTRIES P.O. BOX 610155 BIRMINGHAM, AL 35261	NONE GENERAL PURPOSE	RELIGIOUS	24,000.
BIBLES FOR RUSSIA P.O. BOX 9 FLORENCE, AL 35631	NONE GENERAL PURPOSE	RELIGIOUS	26,500.
BOYS & GIRLS CLUB OF CENTRAL ALABAMA P.O. BOX 10391 BIRMINGHAM, AL 35202	NONE GENERAL PURPOSE	PUBLIC CHARITY	500.
BRIARWOOD PRESBYTERIAN CHRISTIAN SCHOOL 2204 BRIARWOOD WAY BIRMINGHAM, AL 35243	NONE GENERAL PURPOSE	RELIGIOUS	150.
EXCEPTIONAL FOUNDATION 1616 OXMOOR RD BIRMINGHAM, AL 35209	NONE GENERAL PURPOSE	PUBLIC CHARITY	8,500.

FIRST UNITED METHODIST CHURCH OF ATTALLA 601 4TH ST NW ATTALLA, AL 35954	NONE GENERAL PURPOSE	RELIGIOUS	10,000.
FOCUS ON THE FAMILY P.O. BOX 2816 OMAHA, NE 68103	NONE GENERAL PURPOSE	PUBLIC CHARITY	6,000.
GRACE HOUSE MINISTRY 4923 FARRELL AVE FAIRFIELD, AL 35064	NONE GENERAL PURPOSE	PUBLIC CHARITY	250.
JUVENILE DIABETES RESEARCH 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE GENERAL PURPOSE	RESEARCH & EDUCATION	500.
LIFE OUTREACH INTERNATIONAL P.O. BOX 982000 FT. WORTH, TX 76182	NONE GENERAL PURPOSE	PUBLIC CHARITY	12,000.
METROPOLITAN CHURCH OF GOD 2800 METROPOLITAN WAY BIRMINGHAM, AL 35243	NONE GENERAL PURPOSE	RELIGIOUS	26,000.
NEVERTHIRST 1919 OXMOOR RD, STE 213 BIRMINGHAM, AL 35209	NONE GENERAL PURPOSE	RELIGIOUS	28,855.
SAMARITAN'S PURSE P.O. BOX 3000 BOONE, NC 28607	NONE GENERAL PURPOSE	PUBLIC CHARITY	100,000.
SOUTHERN FELLOWSHIP MINISTRY P.O. BOX 530308 BIRMINGHAM, AL 35253	NONE GENERAL PURPOSE	RELIGIOUS	20,350.
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE GENERAL PURPOSE	RESEARCH & EDUCATION	1,200.

ST PAUL'S EPISCOPAL CHURCH 28788 NORTH MAIN STREET DAPHNE, AL 36526	NONE GENERAL PURPOSE	RELIGIOUS	5,000.
ST PETER'S ANGLICAN CHURCH 3207 MONTEVALLO RD MOUNTAIN BROOK, AL 35223	NONE GENERAL PURPOSE	RELIGIOUS	55,250.
THE ARTHRITIS FOUNDATION 2700 HWY 280 S BIRMINGHAM, AL 35223	NONE GENERAL PURPOSE	PUBLIC CHARITY	1,250.
VI PREWETT JR EDUCATIONAL FOUNDATION P.O. BOX 680089 FT PAYNE, AL 35968	NONE GENERAL PURPOSE	RESEARCH & EDUCATION	20,000.
ZOLA LEVITT MINISTRIES P.O. BOX 12268 DALLAS, TX 75225	NONE GENERAL PURPOSE	PUBLIC CHARITY	6,000.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE GENERAL PURPOSE	RESEARCH & EDUCATION	20,803.
BALLET GUILD OF BIRMINGHAM 2726 1ST AVE SOUTH BIRMINGHAM, AL 35233	GENERAL PURPOSE	PUBLIC CHARITY	300.
BUCCANEER DUGOUT CLUB 2810 METROPOLITAN WAY HOOVER, AL 35243	GENERAL PURPOSE	PUBLIC CHARITY	300.
BIRMINGHAM YOUTH FOR CHRIST P.O. BOX 59220 BIRMINGHAM, AL 35259	GENERAL PURPOSE	PUBLIC CHARITY	1,000.
CHURCH OF THE NATIVITY 208 EUSTIS AVE HUNTSVILLE, AL 35801	GENERAL PURPOSE	RELIGIOUS	3,000.

COLLEGE OF HUMAN ENVIROMENTAL SCIENCES, UNIVERSITY OF ALABAMA P.O. BOX 870122 TUSCALOOSA, AL 35487	GENERAL PURPOSE	RESEARCH & EDUCATION	250.
COMPASSION OUTREACH MINISTRIES 2320 WOODLAND CIRCLE BIRMINGHAM, AL 35242	GENERAL PURPOSE	PUBLIC CHARITY	3,000.
CHURCH OF BROOKHILLS 3145 BROOK HIGHLAND PARKWAY BIRMINGHAM, AL 35242	GENERAL PURPOSE	RELIGIOUS	250.
CONFESSING MOVEMENT 7995 EAST 21ST STREET INDIANAPOLIS, IN 46219	GENERAL PURPOSE	PUBLIC CHARITY	2,000.
CRESTWAY BAPTIST CHURCH 6400 CRESTWOOD BLVD BIRMINGHAM, AL 35212	GENERAL PURPOSE	RELIGIOUS	650.
GLENWOOD 150 GLENWOOD LANE BIRMINGHAM, AL 35242	GENERAL PURPOSE	PUBLIC CHARITY	7,500.
HARACA, UNIVERSITY OF ALABAMA 206 DOSTER HALL BOX 870158 TUSCALOOSA, AL 35487	GENERAL PURPOSE	RESEARCH & EDUCATION	525.
HAVEN MINISTRIES P.O. BOX 79997 RIVERSIDE, CA 92513	GENERAL PURPOSE	PUBLIC CHARITY	7,000.
HOPE LUTHERAN CHURCH 3525 ROGERS ROAD WAKE FOREST, NC 27587	GENERAL PURPOSE	RELIGIOUS	1,899.
INTERNATIONAL FELLOWSHIP WINGS OF EAGLES P.O. BOX 96105 WASHINGTON DC 20090	GENERAL PURPOSE	PUBLIC CHARITY	7,000.

JH RANCH 8525 HOMESTEAD LANE ETNA, CA 96027	GENERAL PURPOSE	PUBLIC CHARITY	200.
LANDMARKS OF DEKALB COUNTY P.O. BOX 680518 FT. PAYNE, AL 35968	GENERAL PURPOSE	PUBLIC CHARITY	10,000.
MCHS ATHLETICS P.O. BOX 549 GUIN, AL 35563	GENERAL PURPOSE	PUBLIC CHARITY	350.
MISSION YEAR PLACE P.O. BOX 17628 ATLANTA, GA 30316	GENERAL PURPOSE	PUBLIC CHARITY	5,000.
NEW YORK FELLOWSHIP 232 EAST 32ND STREET NEW YORK, NY 10016	GENERAL PURPOSE	PUBLIC CHARITY	2,500.
RANDOLPH SCHOOL 1005 DRAKE AVENUE HUNTSVILLE, AL 35802	GENERAL PURPOSE	PUBLIC CHARITY	2,000.
ST. LUKES CHURCH 3736 MONTROSE ROAD BIRMINGHAM, AL 35213	GENERAL PURPOSE	RELIGIOUS	250.
ST. ROSE ACADEMY 1401 22ND STREET SOUTH BIRMINGHAM, AL 35205	GENERAL PURPOSE	PUBLIC CHARITY	532.
SOUTH WALTON HIGH SCHOOL 145 PARK STREET DEFUNIAK SPRINGS, FL 32435	GENERAL PURPOSE	PUBLIC CHARITY	300.
THE LEUKEMIA & LYMPHONA SOCIETY 100 CHASE PARK SOUTH SUITE 220 BIRMINGHAM, AL 35244	GENERAL PURPOSE	PUBLIC CHARITY	250.

UNION UNIVERSITY 1050 UNION UNIVERSITY DRIVE JACKSON, TN 38305	GENERAL PURPOSE	RESEARCH & EDUCATION	2,500.
UNITED WAY 3600 8TH AVE. SOUTH BIRMINGHAM, AL 35222	GENERAL PURPOSE	PUBLIC CHARITY	12,500.
UAB COMPREHENSIVE CANCER CENTER 1530 3RD AVE SOUTH BIRMINGHAM, AL 35294	GENERAL PURPOSE	RESEARCH & EDUCATION	250.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	GENERAL PURPOSE	PUBLIC CHARITY	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			444,914.

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.	63-1263667
	Number, street, and room or suite no. If a P.O. box, see instructions. 2000 MORRIS AVENUE, SUITE 1300	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BIRMINGHAM, AL 35203	

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

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

- The books are in the care of ▶ KENNETH POLK 2000 MORRIS AVENUE, SUITE 1300 - BIRMINGHAM, AL 35203
  Telephone No. ▶ 205-488-4300 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

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

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 4,626.
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	$ 4,626.
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.

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

923831
05-26-09

09450702 136064 ARL6605 2009.03060 ARLINGTON PARTNERS CHARITAB ARL66051

Arlington Charitable Foundation Donation Request Form

Date: ______________________

Requesters Name: ____

Charity Name: ____

Charity Address: ____

____

____

Description of Charity: ____

____

____

____

____

____

____

____

Amount requested (range): ______________________________

Approved: __________________ Declined: __________________

Approved by: ____

Amount Given: ______________________

____

Portfolio Administrator ______________________________ Signature

Confirmed 501(c) (3) organization _______ Initial

ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

GRANT APPLICATION PAGE ONE

Foundation funds are requested for:

_____ General Support of Organization

_____ Specific Project of Organization

You are:

_____ First-time Applicant

_____ Current Grantee

_____ Previous Applicant ___________ Date Last Applied

Name of Organization ______________________________

Tax Identification Number ______________________________

Address ______________________________
Street

____
City State Zip

Telephone Number (   ) ______________________________

Project Name (if applicable) ______________________________

Program Director ______________________________

Contact Person ______________________________

Amount Requested ______________________________

ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

1. Describe your organization, the date it was organized and its history and purpose.

2. Are you exempt from income taxation? _____Yes _____No
If so, attach a copy of your IRS exemption letter. If not, describe your charitable, educational, or law related purposes. Please note if an application for tax exempt status is pending.

DATE SUBMITTED ____________________

PERSON PREPARING APPLICATION ____________________
Print Name

____
Signature

TITLE ____________________

ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

GRANT ASSURANCES PART ONE

____
(Applicant Name)

Applicant assures the Foundation that:

1. It will restrict the use of Foundation funds to activities or purposes that are charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

2. It agrees that no funds provided by the Foundation will be used for any political campaign or to support attempts to influence legislation of any governmental body.

3. It agrees that all of the grant funds are to be used only for the purpose(s) specified in the grantee's application for funds.

4. It will not discriminate on the basis of race, religion, sex, age, handicap or national origin against (1) any person applying for employment or employed by the applicant with respect to any personnel action proposed or taken concerning the applicant or employee; or (2) any person seeking participation in, or the benefits or proceeds of, the program or projects supported in whole or part by this grant.

5. It agrees to notify the Foundation as soon as possible, but not later than thirty (30) days, of any material changes occurring in the grantee's program during the grant period for which this grant is made. Examples of material changes include, but are not limited to:

    a. Change of contact person, telephone number or office location.
    b. Changes in tax status.
    c. Questions raised in any financial or operational audit conducted in-house or by any governmental agency, including, but not limited to, the IRS.
    d. Changes or additions to the scope of activities of the grantee organization.

ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.

GRANT ASSURANCES PART TWO

6. It will, upon request, cooperate with all data collection and evaluation activities undertaken by the Foundation, and give any additional representative of the Foundation access to any copies of all financial records, books, papers, or documents, provided that the Foundation shall not have access to any reports, records, or information subject to the attorney-client privilege.

7. It understands and agrees that the Foundation may, in its sole discretion, grant funds in greater or lesser amounts than requested in this application.

8. It understands and agrees that the application, once received by the Foundation, becomes the property of the Foundation and any or all of the ideas or information contained therein may be used by the Foundation.

I have read these assurances and understand that if this application is approved for funding, the grant will be subject to these conditions and restrictions. I certify this applicant will comply with these assurances if the application is approved.

PROGRAM DIRECTOR: ______________________

Title: ______________________

Signature: ______________________

Date: ______________________

CHIEF OFFICER: ______________________

Title: ______________________

Signature: ______________________

Date: ______________________

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 ARLINGTON PARTNERS CHARITABLE FOUNDATION, INC.	Employer identification number 63-1263667
	Number, street, and room or suite no If a P O. box, see instructions 2000 MORRIS AVENUE, SUITE 1300	
	City, town or post office, state, and ZIP code For a foreign address, see instructions BIRMINGHAM, AL 35203	

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

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

- The books are in the care of ▶ KENNETH POLK 2000 MORRIS AVENUE, SUITE 1300 - BIRMINGHAM, AL 35203
  Telephone No ▶ 205-488-4300 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

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▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, and ending ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 4,626.
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	$ 4,626.
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