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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

2010

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 cale	endar	year 2010, or t	tax year beginniı	ng		, 2010	, and ending			,	
		that apply	Initial return		ıal Return o	f a former p	ublic charity			Fin	al return
		• • •	Amended ret	_	Ī	Address	_	Nan	ne d	change	
Name of	foundat	ion							A	Employer identification nu	mber
MAYE	R &	ARLENE MI	ITCHELL CHA	ARTTA	BLE FOU	иоттапи			`	63-0935456	
			nber if mail is not deli-				Room/suite		В	Telephone number (see the	instructions)
POI	BOX	16006							-	(251) 344-38	•
City or to				-		State	ZIP code		С	If exemption application is	
MOBI	LE					AL	36616		ı	1 Foreign organizations, che	
		ype of organiza	ation: X Sec	tion 501	1(c)(3) exen	npt private for				2 Foreign organizations meet	
Ĩ	_) nonexempt cha				orivate foundat	tion		here and attach computation	on P
I Fa	ır mark	et value of all asse	ets at end of year		counting me				Ε	If private foundation status	s was terminated
(fi	rom Pai	t II, column (c), lın	ne 16)		Other (specify				F	under section 507(b)(1)(A) If the foundation is in a 60	
▶ \$		1,641	,669.	(Part I,			cash basis)			under section 507(b)(1)(B)	
Part I	Ar		evenue and	· · · · · · · · · · · ·		enue and					1
	_ E>	penses (The	e total of amount	s ın		enue and per books	(b) Net inve		III.	(c) Adjusted net income	(d) Disbursements for charitable
	COL	lumns (b), (c),	and (d) may not mounts in colum	neces-		,		-			purposes
		e the instruction		11 (a)							(cash basis only)
	1		, grants, etc, received	(att sch)							
	2	_	foundn is not req to a								
	3		vings and tempor	ary							
	4	cash investme	ents erest from securities			23,325.	2.	3,32	2		
	_	Gross rents	erest nom secundes			23,323.	 	J, JZ	.s.		
		Net rental income or (loss)			<u> </u>						
R	_		m sale of assets not or	n line 10			 			<u> </u>	
E		Gross sales price f		10							1
V E	7	assets on line 6a Capital gain net ini	come (from Part IV, III	ne 2)	 		<u> </u>				
N	8	Net short-term	•				1				
U	9	Income modifi						-			
E	10a	Gross sales less returns and	1							r	
		allowances Less Cost of			 		ļ			1 7	
	_	goods sold								INT C	. '
		Gross profit/(loss									,
	11		(attach schedule)			l				· · ·
	10	See Line 11 S				26,198.	20	6,19			
			es 1 through 11 officers, directors, trust			49,523.	4:	9,52	ίL.		
	14	Other employee sa		ees, etc							
			aiaries and wayes emplovee bene	fite	-						
		Legal fees (attach									
A D M		Accounting fees (a	-				 			 	
M - N			ttach sch) L-160	Stmt		13,153.	1.	3,15	, 3		
o N		Interest	1000				 	_,			
P S E			(see instr.) See Line	18 Stmt		1,177.	 	1,17	77	<u></u>	
OPERAT		Depreciation (•		 		<u> </u>	_, _ ,			
ŢĨ		sch) and deple									
- Z G		Occupancy									
			ences, and meet	ngs	<u> </u>					-	
01/pz>		Printing and p		دمار			-				
## E	23	See Line 23 S	es (attach schedu Strot	ne)		1,664.		1,66	5.4		
201622	24		ig and administra	ative	 	1,004.	 	-, 00	,		
œ⊃ s	Z=+	expenses. Add	d lines 13 throug	h 23		15,994.	1:	5,99	94.		
7 = 4	25	Contributions, gift		="	1	11,514.		_ ,			111,514.
		Total expense	s and disbursen	nents.			I				
MAY		Add lines 24 a	and 25		1	27,508.	1:	5,99	4.		111,514.
			26 from line 12:								
	a	Excess of reve and disburser	enue over expen	ses	_	77,985.					
₩	h		come (if negative, enti	er -0-)		. , , JUU .	3.	3,52	7		
NNED			me (if negative, enter				1	J, JZ	. , .	†·	
			ction Act Notice,		instruction	s.	·		TFF	A0301 07/23/10	Form 990-PF (2010)
BAA F											, 555 11 (2010)
99											^

3 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 4 1,369,750. 5 5 Decreases not included in line 2 (itemize) 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 1,369,750.

	Losses for Tax on Investmen			773	
(a) List and describ 2-story brick warehou	be the kınd(s) of property sold (e.g , reuse, or common stock, 200 shares ML	C Company) I P :	How acquired — Purchase — Donation	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a					
<u>b</u>					
_ с					
d					
<u>e</u>	T				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (e) plus (f) m	
<u>a</u>					
b					
<u>c</u>					
<u>d</u>				<u> </u>	
	I I I I I I I I I I I I I I I I I I I	the foundation on 12/21/60			
(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		(i) Gains (Coli gain minus column (k nan -0-) or Losses (fr	(), but not less
a					
b					
С					
d					
<u>e</u>				7	
2 Capital gain net income or (ne	et capital loss).	enter in Part I, line 7 er -0- in Part I, line 7			
If gain, also enter in Part I, lin	(loss) as defined in sections 1222(5) a e 8, column (c) (see the instructions)	`´			
in Part I, line 8	- Cootion 4040(a) for Doduce		3		
· · · · · · · · · · · · · · · · · · ·	er Section 4940(e) for Reduce	a lax on Net investment	ıncome		
or optional use by domestic privat	e foundations subject to the section 49	940(a) tax on net investment inc			
section 4940(d)(2) applies, leave t as the foundation liable for the sec 'Yes,' the foundation does not qua	this part blank ction 4942 tax on the distributable amounting under section 4940(e). Do not com	ount of any year in the base peri	ome)	Yes	X No
section 4940(d)(2) applies, leave to as the foundation liable for the sec 'Yes,' the foundation does not qua 1 Enter the appropriate amount	this part blank ction 4942 tax on the distributable amount lify under section 4940(e) Do not comin each column for each year; see the	ount of any year in the base peri	ome)	Yes	X No
section 4940(d)(2) applies, leave t as the foundation liable for the sec 'Yes,' the foundation does not qua	this part blank ction 4942 tax on the distributable amounting under section 4940(e). Do not com	ount of any year in the base peri	ome) od? entries	Yes (d) Distribution Jumn (b) divided	n ratio
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section 4940(d)(2) applies, leave to as the foundation liable for the section of	this part blank ction 4942 tax on the distributable amount of the part blank ction 4942 tax on the distributable amount of the part blank in each column for each year; see the (b) Adjusted qualifying distributions 127,830. 223,995. 132,058.	ount of any year in the base periodete this part instructions before making any (c) Net value of noncharitable-use assets 1,462,5 1,822,0 2,227,1	ome) od? entries (co	(d) Distribution	n ratio by column (c) 0.08740 0.12293
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section 4940(d)(2) applies, leave to as the foundation liable for the sections as the foundation does not quantal to the section of the secti	this part blank ction 4942 tax on the distributable amodify under section 4940(e). Do not comin each column for each year; see the (b) Adjusted qualifying distributions 127,830. 223,995. 132,058. 50,322. 142,974. The 5-year base period — divide the total has been in existence if less than 5 witable-use assets for 2010 from Part X come (1% of Part I, line 27b)	nunt of any year in the base perioplete this part Instructions before making any (c) Net value of noncharitable-use assets 1,462,5 1,822,0 2,227,1 1,861,0 1,899,8 al on line 2 by 5, or by the years	ome) od? entries (co 81. 73. 41. 72. 62. 2 3 4 5	(d) Distribution	0.08740 0.12293 0.05929 0.02703 0.07525 0.37192 0.07438 1,571,695

Form	990-PF (2010) MAYER & ARLENE MITCHELL CHARITABLE FOUNDATION 63-093545	6	Р	age 4
Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instru	ctions)		
1 a	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter: (attach copy of letter if necessary — see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V,		6	71.
	check here ☐ and enter 1% of Part I, line 27b			
С	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-)			0.
3	Add lines 1 and 2			71.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			0.
2				71.
6	Credits/Payments 2010 estimated tax pmts and 2009 overpayment credited to 2010 6a 307.			
	2010 estimated tax pmts and 2009 overpayment credited to 2010 Exempt foreign organizations — tax withheld at source 6b			
	Tax paid with application for extension of time to file (Form 8868) 6c			
	Backup withholding erroneously withheld 6d			
	Total credits and payments Add lines 6a through 6d		-	307.
, 8	Enter any penalty for underpayment of estimated tax. Check here			, , , ,
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			64.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0.
11	Enter the amount of line 10 to be. Credited to 2011 estimated tax	-		
	t VII-A Statements Regarding Activities			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
ıa	participate or intervene in any political campaign?	1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		х
	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			
	Did the foundation file Form 1120-POL for this year?	1c		<u>X</u>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the foundation	\dashv		
	foundation managers \$			
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		х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
	olf 'Yes,' has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		Х
	If 'Yes,' attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	● By language in the governing instrument, or			l
	• 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	х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	Х	
	Enter the states to which the foundation reports or with which it is registered (see the instructions)			
	· · · · · · · · · · · · · · · · · · ·			
t	off 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 <i>General Instruction G</i> ? If 'No,' attach explanation	8ь	х	
0				
	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	<u> </u>	X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10		X_
BAA		Form 99	0-PF	(2010)

<u>Par</u>	VII-A	Statements Regarding Activities (Continued)	_				
11	At any within t	time during the year, did the foundation, directly or indirectly, own a controlled entity he meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			11		x
12		foundation acquire a direct or indirect interest in any applicable insurance contract before 17, 2008?			12		x
13	Did the	foundation comply with the public inspection requirements for its annual returns and exemption a	pplicatio	n?	13	_X	
14		e address N/A oks are in care of J DONALD MELTON CPA Telephone		(251)	344	-380	
1		d at ► 3800 AIRPORT BLVD SUITE 330 MOBILE AL ZIP + 4 ►	366		744		
15		4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	►	45 l		•	
16		ter the amount of tax-exempt interest received or accrued during the year	_		I	Yes	No
10	bank, s	time during calendar year 2010, did the foundation have an interest in or a signature or other aut ecurities, or other financial account in a foreign country?	iority ove	ега	16		X
		e instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the nan country.	ne of the				
Par		Statements Regarding Activities for Which Form 4720 May Be Required			•		
	File Fo	rm 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) En	gage in the sale or exchange, or leasing of property with a disqualified person?	Yes	X No			
		rrow money from, lend money to, or otherwise extend credit to (or accept it from) a qualified person?	Yes	X No	ļ		
	(3) Fur	rnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No	1		
	• •	y compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No			
	(5) Tra	insfer any income or assets to a disqualified person (or make any of either available the benefit or use of a disqualified person)?	Yes	X No			
	fou	ree to pay money or property to a government official? (Exception. Check 'No' if the indation agreed to make a grant to or to employ the official for a period after termination government service, if terminating within 90 days.)	Yes	X No			į
t	If any a Regula	answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in tions section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instruction	ns)?		1 b		х
	Organi	zations relying on a current notice regarding disaster assistance check here	•				
C	Did the that we	foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, are not corrected before the first day of the tax year beginning in 2010?			1 c		x_
2	Taxes of private	on failure to distribute income (section 4942) (does not apply for years the foundation was a operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
ā	At the	end of tax year 2010, did the foundation have any undistributed income (lines 6d , Part XIII) for tax year(s) beginning before 2010?	Yes	X No			
		' list the years 2 0 , 20 , 20	□				
ł	(relatin	ere any years listed in 2a for which the foundation is not applying the provisions of section 4942(ag to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(ag)))(2))(2) to				,,
	-	rs listed, answer 'No' and attach statement — see the instructions.) rovisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years he	re		2b	<u> </u>	X
•		, 20, 20					
38	Did the enterpr	foundation hold more than a 2% direct or indirect interest in any business use at any time during the year?	Yes	X No			
t	or disq by the (3) the	' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation ualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to time if the foundation had excess business holdings in 2010.)			3 b		x
48		foundation invest during the year any amount in a manner that would jeopardize its ble purposes?			4a		х
t	jeopard	foundation make any investment in a prior year (but after December 31, 1969) that could dize its charitable purpose that had not been removed from jeopardy before the first day of year beginning in 2010?			4b		x
BAA					orm 90	O DE	(2010)

Form 990-PF (2010) MAYER & ARLENE MITCH			63-093	35456	Page 6
Part VII-B Statements Regarding Activit	ies for Which Form	1 4720 May Be Requ	uired (continued)		
5a During the year did the foundation pay or incur	any amount to				
(1) Carry on propaganda, or otherwise attemp	t to influence legislation	(section 4945(e))?	Yes X	No	
(2) Influence the outcome of any specific publion, directly or indirectly, any voter registra	ic election (see section tion drive?	4955), or to carry		No	
(3) Provide a grant to an individual for travel,	study, or other similar p	urposes?	☐ Yes X	No	
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	an a charitable, etc, org 4940(d)(2)? (see instru	janization described ctions)	Yes X	No	
(5) Provide for any purpose other than religious educational purposes, or for the prevention	us, charitable, scientific, n of cruelty to children o	literary, or r animals?	Yes X	No	
b If any answer is 'Yes' to 5a(1)-(5), did any of t described in Regulations section 53 4945 or in (see instructions)?	he transactions fail to qual a current notice regard	ualify under the exception ing disaster assistance	ons	5ь	x
Organizations relying on a current notice regar	ding disaster assistance	e check here	▶ 🗍		
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure respons	ne foundation claim exe sibility for the grant?	mption from the	Yes X	No	
If 'Yes,' attach the statement required by Regu	lations section 53 4945	-5(d)			
6a Did the foundation, during the year, receive an on a personal benefit contract?	y funds, directly or indir	ectly, to pay premiums	Yes X	No	
b Did the foundation, during the year, pay premii	ums, directly or indirectl	y, on a personal benefit	contract?	6Ь	X
If 'Yes' to 6b, file Form 8870. 7a At any time during the tax year, was the found	ation a party to a probib	uted tax shelter transact	ıon? Yes X	No	
b If yes, did the foundation receive any proceeds				7ь	
Part VIII Information About Officers, D				mployees	,
and Contractors					
1 List all officers, directors, trustees, foundation	n managers and their c	ompensation (see instru	uctions).		
(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 other allo	e account, wances
ARLENE F MITCHELL					
PO BOX 16006	PRESIDENT				
MOBIL AL 36616	1.00	0.	0.		0.
JAMES M GRODNICK					
PO BOX 16006	VICE-PRES				•
MOBIL AL 36616	1.00	0.	0.		0.
JOY MITCHELL GRODNICK PO BOX 16006	SECRETARY				
MOBIL AL 36616	0.50	0.	0.		0.
See Information about Officers, Directors, Trustees, Etc					
		0.	٥.		0.
2 Compensation of five highest-paid employee	s (other than those incl		<u> </u>	r 'NONE.'	<u> </u>
(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 other allo	e account, wances
None			compensation		
0				<u> </u>	
0					
0			-		-
0					
Total number of other employees and area 650,000	<u> </u>		<u> </u>		NT
Total number of other employees paid over \$50,000	TEEA0306 (07/23/10		Form 99 0	None 3- PF (2010

Part VIII Information About Officers, Directors, Trustees, Foundate and Contractors (continued)	tion Managers, Highly Paid E	mployees,
3 Five highest-paid independent contractors for professional services (see instruenter 'NONE.'	ctions). If none,	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
	-	
		<u> </u>
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 inforganizations and other beneficiaries served, conferences convened, research papers produced, etc.	ormation such as the number of	Expenses
organizations and other beneficiaries served, conferences convened, research papers produced, etc		
2		0.
3		
4		
Part IX-B Summary of Program-Related Investments (see instruction	ons)	
Describe the two largest program-related investments made by the foundation during t	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		

63-0935456

Page 7

Form **990-PF** (2010)

Form 990-PF (2010) MAYER & ARLENE MITCHELL CHARITABLE FOUNDATION

BAA

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 1,515,928. 1 b **b** Average of monthly cash balances 79,701. 0. c Fair market value of all other assets (see instructions) 1 c d Total (add lines 1a, b, and c) 1 d 1,595,629. 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 3 Subtract line 2 from line 1d 3 1,595,629. Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) 4 23,934. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V. line 4 5 1,571,695. Minimum investment return. Enter 5% of line 5 78.585. 6 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.) Minimum investment return from Part X, line 6 78,585. 1 2a Tax on investment income for 2010 from Part VI, line 5 2a 671 2b b Income tax for 2010. (This does not include the tax from Part VI) c Add lines 2a and 2b 20 671. 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 77.914. 4 Recoveries of amounts treated as qualifying distributions 4 5 Add lines 3 and 4 914. 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 77,914. Part XII | Qualifying Distributions (see instructions) 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 111,514. **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 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 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 4 111,514. 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 Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

BAA

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				77 014
2 Undistributed income, if any, as of the end of 2010.				77,914.
a Enter amount for 2009 only			0.	
b Total for prior years 20, 20, 20				
3 Excess distributions carryover, if any, to 2010:	·-· · · · ·			
a From 2005 21,964.				
b From 2006 0.				
c From 2007 22,041.				
d From 2008 132,891.				
e From 2009 54,894.	004 700			
f Total of lines 3a through e	231,790.			
4 Qualifying distributions for 2010 from Part			•	
XII, line 4 \$ 111,514.			}	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
 Treated as distributions out of corpus (Election required — see instructions) 				
d Applied to 2010 distributable amount				77,914.
e Remaining amount distributed out of corpus	33,600.			
5 Excess distributions carryover applied to 2010				
(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:	265,390.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	203,390.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistribut-				
ed 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 2009. Subtract line 4a from			· · · · · ·	
line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be				
distributed in 2011				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)			77 0. 77	
8 Excess distributions carryover from 2005 not	01 064			
applied on line 5 or line 7 (see instructions)	21,964.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	243,426.			
10 Analysis of line 9:	,			
a Excess from 2006 0.				
b Excess from 2007 22, 041.				
c Excess from 2008 132,891.				
d Excess from 2009 54,894.				
e Excess from 2010 33, 600.				

Part XIV Private Operating Foundation				63-0935456	
1a If the foundation has received a ruling or de				·	N/A
is effective for 2010, enter the date of the r	uling			_ ` •	
b Check box to indicate whether the foundation		ating foundation de		4942(J)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
b 85% of line 2a	_		<u> </u>		
 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					
 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					N/A (3) or 4942(j)(5) 7 (e) Total or more in foundation before the accept unsolicited r other conditions,
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	(0 1 1 11:		<u> </u>		
Part XV Supplementary Information assets at any time during th	(Complete this e vear — see in	part only if the structions.)	organization na	ia \$5,000 or moi	re in
Information Regarding Foundation Managera List any managers of the foundation who had close of any tax year (but only if they have NONE	ave contributed moi	re than 2% of the to nan \$5,000) (See s	otal contributions rec section 507(d)(2))	eived by the foundat	ion before the
NONE					
b List any managers of the foundation who or a partnership or other entity) of which the f NONE	wn 10% or more of oundation has a 10	the stock of a corp % or greater interes	oration (or an equall st.	y large portion of the	e ownership of
2 Information Regarding Contribution, Gran- Check here ► X If the foundation only m requests for funds If the foundation makes complete items 2a, b, c, and d	akes contributions	to preselected char	ritable organizations		
a The name, address, and telephone number	of the person to w	nom applications sl	hould be addressed		
b The form in which applications should be s	ubmitted and inform	nation and material	s they should include	: :	
c Any submission deadlines:					
d Any restrictions or limitations on awards, s	uch as by geograph	iical areas, charitat	ole fields, kinds of in:	stitutions, or other fa	actors.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During	g tile Tea	If recipient is an individual			· · · · · · · · · · · · · · · · · · ·
Recipient		show any relationship to any foundation manager or	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or busines	S)	substantial contributor	Toopion		
a Paid during the year AMERICAN ISRAEL EDUCATION FOUNT	רא ייד ראז			EDUCATIONAL	
251 H ST N.W.	DATION			EDUCATIONAL	
	20001				75,000.
AMERICAN JR MISS 751 Government St	20001			EDUCATIONAL	73,000.
Mobile AL	36602				5,000.
AMERICAN DIABETES ASSOC P O BOX 13067				RESEARCH	
	22312				50.
AMERICAN FOR GOOD GOV P O BOX 3128				RELIGIOUS	
	35502				2,500.
BIRTHRIGHT ISRAEL 33 E 33rd St 7th FL				EDUCATIONAL	
	10016	li			300.
BAY AREA FOOD BANK				CHARITABLE	
5248 Mobile So St					
	36582				55.
B'NAI B'RITH YOUTH ORGANIZ.	ATION			RELIGIOUS	
2020 K St NW 7th Floor Washington DC	20006				100.
BOY SCOUTS OF AMERICA	20000			EDUCATIONAL	100.
2587 Government Blvd					
	36606				2,200.
CAMP-RAP-A-HOPE				CHARITABLE	
2701 Airport Blvd Mobile AL	36606				300.
See Line 3a statement	30000				300.
					26,009.
					20,009.
,					
Total				► 3a	111,514.
b Approved for future payment					
Total				► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelate	ed business income	Excluded b	y section 512, 513, or 514	(e)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (see the instructions)
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					
4 Dividends and interest from securities			14	23,323.	2.
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a K1 Section 988-Arlington Private Value Fd LLC			14	4,756.	
b K1 STCG-Arlington Private Value Fund, LLC			18	4,500.	
c K1 LTCG-Arlington Private Value Fund, LLC			18	16,942.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				49,521.	2.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>			13	49,523.
See worksheet in line 13 instructions to verify calculation	s)				

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

ontributed importantly to the ch purposes) (See the instructions)
·

Form 990-PF (2010) MAYER & ARLENE MITCHELL CHARITABLE FOUNDATION 63-0935456 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

								V	
describ	organization directly of ed in section 501(c) of to political organizati	of the Code (other t	e in any of the following wi han section 501(c)(3) orga	th any oth nizations)	er organization or in section 527	,		Yes	No
a Transfe	ers from the reporting	foundation to a no	ncharitable exempt organiz	ation of					
(1) Ca	sh						1 a (1)		х
(2) Oth	ner assets						1 a (2)		Х
	ransactions.								
	les of assets to a nonc	•	•				1 b (1)		X
	rchases of assets from		, ,				1 b (2)		Х
	ntal of facilities, equip	•	ets				1 b (3)		Х
	imbursement arranger ans or loan quarantees						1 b (4)		X
	3		fundraising solicitations				1b (5)		X
		•	ther assets, or paid employ	1000			1b(6) 1c	<u> </u>	X
Conami	g or racinties, equipme	int, maining lists, o	iner assets, or paid employ	7663			10	<u> </u>	
the god	ods, other assets, or se	ervices given by th	lete the following schedule e reporting foundation. If the n column (d) the value of t	ne foundati	ion received less	than fair market v	ket value alue in	of	
(a) Line no.	(b) Amount involved	T	charitable exempt organization			fers, transactions, and	sharing arran	nement	<u> </u>
<u> </u>	(2)	(O) Hamo or not		 	y boompaon or dance	roro, danoaodono, ana c	maring arrai	igenione	<u> </u>
					-				
		<u> </u>					···		
	•								
		<u> </u>	· · · · · · · · · · · · · · · · · · ·						
		 							
·		-		.					
	·								
		 							
describ	oundation directly or in sed in section 501(c) o complete the following	of the Code (other t	with, or related to, one or r han section 501(c)(3)) or i	nore tax-e: n section 5	xempt organizati 527?	ons	Yes	X	No
	a) Name of organization	×	(b) Type of organization	on	(c)	Description of rela	tionship		
_	- ::								
									
Sign Under correct	penalties of perjury, I declared, and complete Declaration		his return, including accompanying axpayer or fiduciary) is based on a	schedules an Il information	id statements, and to to of which preparer has	he best of my knowledge any knowledge	e and belief,	it is true	,
Here	Milene	F. Ilieto	hell		117111	<u>President</u>			
s	ignature of officer or trustee			Date		Title			
	Print/Type preparer's nan	ne	Preparer's signature		Date	Check if if	PTIN		
Paid					<u> </u>	self-employed			_
Preparer	Nonmanaid Pre	eparer				Firm's EIN ►			
Use Only	Firm's address								
						Phone no			
BAA							Form 99	0-PF	(2010)

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

	ne	11	CI	
ы	пе		ગ	mι

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Kl Section 988-Arlington Private	4,756.	4,756.	
K1 STCG-Arlington Private Value	4,500.	4,500.	
Kl LTCG-Arlington Private Value	16,942.	16,942.	

Total

26,198. 26,198.

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	1,020.	1,020.		
K1 Foreign Taxes-Morgan Keegan M	157.	157.		

Total

1,177. 1,177.

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	595.	595.		
Bank Fees	173.	173.		
K1 Misc Adm Expense-Arlington Pr	896.	896.		

Total

1,664. 1,664.

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 X Business RICHARD CRAIG MITCHELL PO BOX 16006 MOBIL AL 36616 Person X Business	ASST SECRETARY 0.50	0.	0.	0,.
MELINDA M WERTHERIM PO BOX 16006 MOBIL AL 36616 Person X Business	DIRECTOR 0.50	0.	0.	0.

Total

0.	0.	0.
υ.	0.	U.

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

	 		<u></u>	<u> </u>
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	Person or Business Checkbox Amount
a Paid during the year CONGREGATION AHAVAS CHESED 705 REGENCY WAY MOBILE AL 36608		-	RELIGIOUS	Person or Business X 4,025.
THE CHILD ADVOCAVY CENTER INC 1351 SPRINGHILL AVE Mobile AL 36604			CHARITABLE	Person or Business X
GOLDRING WOLSWNBRG INST P O BOX 16528 Jackson MS 39236			RELIGIOUS	Person or Business X
CHEMOFLAGE 907 DUNWOODY CHACE DUNWOODY GA 30328			CHARITABLE	Person or Business X
Mitchell's Place 4778 Overton Rd Birmingham AL 35210			CHARITABLE	Person or Business X
MOBILE ASSOC FOR THE BLIND 2440 GORDON SMITH DR MOBILE AL 36617			CHARITABLE	Person or Business 50.
MOBILE ARTS COUNCIL P O Box 372 Mobile AL 36601			EDUCATIONAL	Person or Business X
USA MITCHELL CANCER INSTITUTE 307 N Univ Bld			RESEARCH	Person or Business X
Mobile AL 36688 UNIV OF SO ALABAMA 307 N Univ Blvd			RESEARCH	Person or Business X
MOBILE AL 36688 UNIV OF SO ALABAMA Shrimp for Life -307 N Univ Blvd			CHARITY	Person or Business X
MOBILE AL 36688 WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM PO BOX 96217			RELIGIOUS	4,600. Person or Business X
WASHINGTON DC 20090 MOBILE BALLET			EDUCATIONAL	30. Person or
MOBILE AL 36609 MOBILE SYMPHONY			EDUCATIONAL	Business X 1,000. Person or
P O BOX 3127 MOBILE AL 36652 NATIONAL MULTIPLE SCLEROSIS			RESEARCH	Business X 5,000. Person or
P O BOX 308 BIRMINGHAM AL 35201 PAJAMA PROGRAM			CHARITABLE	Business X 50. Person or
5528 QUEENBERRY ABVE SPRINGFIELD VA 22151			CHANTIABLE	Business X

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

Continued

Recipient	If recipient is	Foun-	Purpose of	Person or
recipient	an individual,	dation	grant or contribution	Business
Name and address	show any	status	grant or contribution	Checkbox
(home or business)	relationship to	of re-		O HOUNDOX
(views or comment)	any foundation	cipient		Amount
	manager or	0.0.0		,
	substantial			
	contributor			
a Paid during the year				
TEAM FOCUS			CHARITABLE	Person or
1105 Hillcrest Rd SUITE A				Business X
<u>Mobile</u> <u>AL</u> <u>36695</u>				1,800.
RAMAH DAROM			RELIGIOUS	Person or
6400 Power Ferry Rd				Business X
Atlanta GA 30339	ļ <u></u>			3,648.
REFUGEE RESETTLEMENT & IMMIGRATION			CHARITABLE	Person or
4151 MEMORIAL DR				Business X
DECATUR GA 30032				100.
SENIOR CITIZENS SERVICES			CHARITABLE	Person or
1717 Dauphin St				Business X
MOBILE AL 36604			2011000	1,050.
THE UNITED SYNAGOGUE OF CONSERVATION JUD			RELIGIOUS	Person or
820 2nd AVE 10th FL NEW YORK NY 10017				Business X
NEW YORK NY 10017 THE LEUKEMIA & LYMPHOMA SOCIETY			RESEARCH	36. Person or
P O BOX 9031			VESTAVOU	Business X
Pittsfield MA 01202				50.
THE LITTLE TREE LEARNING CENTER			CHARITABLE	Person or
P O Box 1306				Business X
Mobile AL 36575				100.
THE MITCHELL CANCER INSTITURE			RESEARCH	Person or
UNIV OF SO AL-Tech/Research Park Suite 2				Business X
Mobile AL 36688				1,275.
USA CHILDRENS/WOMEN HOSPITAL			CHARITABLE	Person or
PO Box 40340				Business X
MOBILE AL 36640				75.
UNITED STATES HOLOCAUST MUSEUM			EDUCATIONAL	Person or
P O BOX 90988				Business X
WASHINGTON DE 20090				50.
USCJ-Rapaport House			CHARITABLE	Person or
DISATER RELIEF -HAITI				Business X
New York NY 10017	1			100.

Total

26,009.

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	6,720.	6,720.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Continued

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K1-Arlington Private	Mgmt Fees	6,433.	6,433.		

Total

13,153. 13,153.

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

L-10b Stmt

	End of Year		
Line 10b - Investments - Corporate Stock:	Book Value	Fair Market Value	
OAKMARK INTERNATIONAL	143,508.	156,395.	
Total	143,508.	156,395.	

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

L- 10c Stmt

	End of Year		
Line 10c - Investments - Corporate Bonds:	Book Value	Fair Market Value	
BOND-COLONIAL REALTY LP	225,079.	227,969.	
Total	225,079.	227,969.	

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	481,298.	498,292.
GT OFFSHORE PARTNERS CLASS A	178,000.	318,004.
GT GLOBE HEDGE (CLASS B)	322,000.	429,334.
Total	981,298.	1,245,630

Supporting Statement of:

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

Description	Amount
DIVD:	
MORGAN KEEGAN	1,434.
K-1 Arlington Private Value Fund LP	8,949.
Less US OBLIG INT INCLUDED	-2.
INT:	
MORGAN KEEGAN	18.
BOND-COLONIAL REALTY LP	12,924.
Total	23,323.