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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		6,356.	9,104.	914.
	2	Savings and temporary cash investments		144,970.	10,761.	10,761.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)		1,750.	0.	0.
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		142,232.	143,508.	156,395.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		97,927.	225,079.	227,969.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt		1,054,500.	981,298.	1,245,630.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		1,447,735.	1,369,750.	1,641,669.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,447,735.	1,369,750.	
	30	Total net assets or fund balances (see the instructions)		1,447,735.	1,369,750.	
	31	Total liabilities and net assets/fund balances (see the instructions)		1,447,735.	1,369,750.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,447,735.
2	Enter amount from Part I, line 27a	2	-77,985.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,369,750.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,369,750.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

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) (see the instructions) If (loss), enter -0-
in Part I, line 8 []

3

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	127,830.	1,462,581.	0.087400
2008	223,995.	1,822,073.	0.122934
2007	132,058.	2,227,141.	0.059295
2006	50,322.	1,861,072.	0.027039
2005	142,974.	1,899,862.	0.075255

2 Total of line 1, column (d)

2

0.371923

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.074385

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4

1,571,695.

5 Multiply line 4 by line 3

5

116,911.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

335.

7 Add lines 5 and 6

7

117,246.

8 Enter qualifying distributions from Part XII, line 4

8

111,514.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		1	671.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	671.
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	671.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	307.	
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	307.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	364.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>J DONALD MELTON CPA</u> Telephone no <u>(251) 344-3800</u> Located at <u>3800 AIRPORT BLVD SUITE 330 MOBILE AL</u> ZIP + 4 <u>36608</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2010?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4 b	X

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

X

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,515,928.
b Average of monthly cash balances	1b	79,701.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	1,595,629.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,595,629.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,934.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,571,695.
6 Minimum investment return. Enter 5% of line 5	6	78,585.

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	78,585.
2a Tax on investment income for 2010 from Part VI, line 5	2a	671.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	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		5	77,914.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	77,914.

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	111,514.
b Program-related investments — total from Part IX-B	1b	
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	111,514.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,514.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				77,914.
2 Undistributed income, if any, as of the end of 2010.				
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.			
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)				
c 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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	265,390.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 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)				
8 Excess distributions carryover from 2005 not 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.			

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N/A

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

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H ST N.W. Washinton DC 20001			EDUCATIONAL	75,000.
AMERICAN JR MISS 751 Government St Mobile AL 36602			EDUCATIONAL	5,000.
AMERICAN DIABETES ASSOC P O BOX 13067 ALEXANDRIA VA 22312			RESEARCH	50.
AMERICAN FOR GOOD GOV P O BOX 3128 JASPER AL 35502			RELIGIOUS	2,500.
BIRTHRIGHT ISRAEL 33 E 33rd St 7th FL New York NY 10016			EDUCATIONAL	300.
BAY AREA FOOD BANK 5248 Mobile So St Theodore AL 36582			CHARITABLE	55.
B'NAI B'RITH YOUTH ORGANIZATION 2020 K St NW 7th Floor Washington DC 20006			RELIGIOUS	100.
BOY SCOUTS OF AMERICA 2587 Government Blvd Mobile AL 36606			EDUCATIONAL	2,200.
CAMP-RAP-A-HOPE 2701 Airport Blvd Mobile AL 36606			CHARITABLE	300.
See Line 3a statement				26,009.
Total			3a	111,514.
b Approved for future payment				
Total			3b	

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

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
K1 Section 988-Arlington Private	4,756.	4,756.	
K1 STCG-Arlington Private Value	4,500.	4,500.	
K1 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 <input checked="" type="checkbox"/> Business <input type="checkbox"/> RICHARD CRAIG MITCHELL PO BOX 16006 MOBIL AL 36616	ASST SECRETARY 0.50	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> MELINDA M WERTHERIM PO BOX 16006 MOBIL AL 36616	DIRECTOR 0.50	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> 				

Total

0. 0. 0.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	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 <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,025.
THE CHILD ADVOCACY CENTER INC 1351 SPRINGHILL AVE Mobile AL 36604			CHARITABLE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 120.
GOLDRING WOLSWNBURG INST P O BOX 16528 Jackson MS 39236			RELIGIOUS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
CHEMOFLAGE 907 DUNWOODY CHACE DUNWOODY GA 30328			CHARITABLE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 75.
Mitchell's Place 4778 Overton Rd Birmingham AL 35210			CHARITABLE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
MOBILE ASSOC FOR THE BLIND 2440 GORDON SMITH DR MOBILE AL 36617			CHARITABLE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 50.
MOBILE ARTS COUNCIL P O Box 372 Mobile AL 36601			EDUCATIONAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
USA MITCHELL CANCER INSTITUTE 307 N Univ Bld Mobile AL 36688			RESEARCH	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25.
UNIV OF SO ALABAMA 307 N Univ Blvd MOBILE AL 36688			RESEARCH	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 600.
UNIV OF SO ALABAMA Shrimp for Life -307 N Univ Blvd MOBILE AL 36688			CHARITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,600.
WOMEN'S LEAGUE FOR CONSERVATIVE JUDAISM PO BOX 96217 WASHINGTON DC 20090			RELIGIOUS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 30.
MOBILE BALLET 4351 Downtowner Loop N MOBILE AL 36609			EDUCATIONAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
MOBILE SYMPHONY P O BOX 3127 MOBILE AL 36652			EDUCATIONAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
NATIONAL MULTIPLE SCLEROSIS P O BOX 308 BIRMINGHAM AL 35201			RESEARCH	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 50.
PAJAMA PROGRAM 5528 QUEENBERRY AVE SPRINGFIELD VA 22151			CHARITABLE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 50.

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

Continued

Line 3a statement

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

Continued

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
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

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

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

L-10c Stmt

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

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Arlington Private Value Fund LLC	481,298.	498,292.
GT OFFSHORE PARTNERS CLASS A	178,000.	318,004.
GT GLOBE HEDGE (CLASS B)	322,000.	429,334.
Total	<u>981,298.</u>	<u>1,245,630.</u>

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	<u>23,323.</u>