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
THE J. GEORGE AND WILLINE E. MITNICK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 3128

City or town, state, and ZIP code
JASPER, AL 35502-3128

A Employer identification number
23-7281995

B Telephone number
205-221-4000

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 507,124.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	17,487.	17,487.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-6,461.			
	b	Gross sales price for all assets on line 6a 328,472.				
	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	11,026.	17,487.		
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 2	3,297.	2,473.		824.
	c	Other professional fees STMT 3	2,540.	2,540.		0.
	17	Interest				
	18	Taxes STMT 4	180.	66.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	27.	0.		27.
	24	Total operating and administrative expenses. Add lines 13 through 23	6,044.	5,079.		851.
	25	Contributions, gifts, grants paid	29,250.			29,250.
	26	Total expenses and disbursements. Add lines 24 and 25	35,294.	5,079.		30,101.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-24,268.			
	b	Net investment income (if negative, enter -0-)		12,408.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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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	15,147.	3,532.	3,532.
	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 ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	168.	4.	4.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	142,894.	204,754.	263,655.
	c Investments - corporate bonds STMT 7	309,061.	234,727.	239,933.
	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 ▶ DUE TO BROKER)	15.	0.	0.
	16 **Total assets** (to be completed by all filers)	467,285.	443,017.	507,124.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	467,285.	443,017.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	467,285.	443,017.	
	31 **Total liabilities and net assets/fund balances**	467,285.	443,017.	

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	467,285.
2	Enter amount from Part I, line 27a	2	-24,268.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	443,017.
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	443,017.

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	STATEMENT D-1	P	VARIOUS	VARIOUS
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	328,472.		334,933.	-6,461.
b				
c				
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				-6,461.
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** -6,461.

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 X 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	41,325.	512,051.	.080705
2007	8,060.	532,997.	.015122
2006	25,799.	503,611.	.051228
2005	33,231.	493,616.	.067322
2004	25,296.	433,508.	.058352

2	**Total** of line 1, column (d)	2	.272729
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	.054546
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	474,690.
5	Multiply line 4 by line 3	5	25,892.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	124.
7	Add lines 5 and 6	7	26,016.
8	Enter qualifying distributions from Part XII, line 4	8	30,101.

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	124.
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	124.
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	124.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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	0.
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	124.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	Refunded ▶	11	

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)? *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.*	1b		X
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	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 ▶ MARK PFLAUM, CPA Telephone no. ▶ 205-221-4000

Located at ▶ 17 EAST 18TH STREET, P.O. BOX 3128, JASPER AL ZIP+4 ▶ 35502-3128

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 X 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 X 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 X 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 X 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 [X] No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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 X 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
WILLINE E. MITNICK 1304 COLLEGE HILL RD JASPER, AL 35501	TRUSTEE 1.00	0.	0.	0.
RONNE M. HESS 2936 SOUTHWOOD ROAD BIRMINGHAM, AL 35223	TRUSTEE 0.50	0.	0.	0.
DAVID R. NELSON, JR 315 EUCLID AVENUE BIRMINGHAM, AL 35215	TRUSTEE 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
N/A	0.00	0.	0.	0.

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

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
N/A		0.
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 N/A	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	453,382.
b	Average of monthly cash balances	1b	28,537.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	481,919.
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	481,919.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,229.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	474,690.
6	**Minimum investment return** Enter 5% of line 5	6	23,735.

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	23,735.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 124.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	124.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,611.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,611.
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	23,611.

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	30,101.
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	30,101.
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	124.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	29,977.

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				23,611.
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 8,480.				
b From 2005 8,577.				
c From 2006 1,427.				
d From 2007				
e From 2008 15,950.				
f **Total** of lines 3a through e	34,434.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 30,101.				
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				23,611.
e Remaining amount distributed out of corpus	6,490.			
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	40,924.			
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	8,480.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	32,444.			
10 Analysis of line 9:				
a Excess from 2005 8,577.				
b Excess from 2006 1,427.				
c Excess from 2007				
d Excess from 2008 15,950.				
e Excess from 2009 6,490.				

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).)

WILLINE E. MITNICK

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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 C-1	N/A	PUBLIC		29,250.
Total			▶ 3a	29,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	17,487.	
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			18	-6,461.	
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.		11,026.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 11,026.

(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).
	N/A

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 — Date 5/10/10 — Title Trustee

Paid Preparer's Use Only

Preparer's signature Allen Tuch, CPA — Date 5/7/10 — Check if self-employed ☐ — Preparer's identifying number P00226411

Firm's name (or yours if self-employed) address, and ZIP code: STEPHEN M. BERMAN & ASSOC., L.L.C. 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA, GEORGIA 30326

EIN 58-1540139

Phone no. 404-262-2181

Form **990-PF** (2009)

923622 02-02-10

PORTFOLIO APPRAISAL

J. George & Willine E. Mitnick Foundation

HS8654

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Yield
COMMON STOCK							
CONSUMER DISCRETIONARY							
75	McDonalds Corp	43.25	3,243	62.44	4,683	0.9	3.5
			3,243		4,683	0.9	3.5
CONSUMER STAPLES							
150	Anheuser-Busch InBev	38.76	5,814	52.22	7,833	1.5	1.1
75	Archer Daniels Mid	27.24	2,043	31.31	2,348	0.5	1.8
100	Clorox Co	57.50	5,750	61.00	6,100	1.2	3.3
100	Coca Cola Co	41.61	4,161	57.00	5,700	1.1	2.9
100	Costco Wholesale	45.32	4,532	59.17	5,917	1.2	1.2
75	Nestle SA ADR	25.83	1,937	48.35	3,626	0.7	1.7
100	Procter & Gamble Co	47.43	4,743	60.63	6,063	1.2	2.9
			28,979		37,587	7.4	2.1
ENERGY							
100	Anadarko Petroleum	41.51	4,151	62.42	6,242	1.2	0.6
50	Exxon Mobil Corp	78.34	3,917	68.19	3,410	0.7	2.5
100	FMC Technologies	38.13	3,813	57.84	5,784	1.1	0.0
200	Hess Corp	56.85	11,369	60.50	12,100	2.4	0.7
100	Peabody Energy Corp	38.97	3,897	45.21	4,521	0.9	0.6
100	Schlumberger Ltd	53.01	5,301	65.09	6,509	1.3	1.3
			32,448		38,566	7.6	0.8
FINANCIALS							
150	American Express Co	41.88	6,282	40.52	6,078	1.2	1.8
100	HSBC Hldgs PLC ADR	30.25	3,025	57.09	5,709	1.1	3.0
100	Visa Inc Cl A	56.07	5,607	87.46	8,746	1.7	0.6
			14,914		20,533	4.0	1.6
HEALTHCARE							
20	Alcon Inc	120.05	2,401	164.35	3,287	0.6	2.2
200	Bristol-Myers Squibb	22.52	4,505	25.25	5,050	1.0	5.1
150	Celgene Corp	51.88	7,781	55.68	8,352	1.6	0.0
100	Gilead Sciences Inc	38.46	3,846	43.27	4,327	0.8	0.0
100	Johnson & Johnson	55.72	5,572	64.41	6,441	1.3	3.0
100	Roche Hldgs Ltd ADR	31.91	3,191	42.20	4,220	0.8	1.6
75	Teva Pharm Ind ADR	44.16	3,312	56.18	4,214	0.8	0.9
			30,607		35,891	7.0	1.7
INDUSTRIALS							
100	Boeing Co	42.53	4,253	54.13	5,413	1.1	3.1
100	Caterpillar Inc	31.89	3,189	56.99	5,699	1.1	2.9
100	Cummins Inc	27.13	2,713	45.86	4,586	0.9	1.5
75	FedEx Corp	48.08	3,606	83.45	6,259	1.2	0.5
100	Stanley Works	50.97	5,097	51.51	5,151	1.0	2.6

PORTFOLIO APPRAISAL
J. George & Willine E. Mitnick Foundation
HS8654
December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Yield
100	Union Pacific Corp	60.16	6,016	63.90	6,390	1.3	1.7
			24,874		33,498	6.6	2.0
TECHNOLOGY							
50	Apple Inc	172.32	8,616	210.73	10,537	2.1	0.0
300	Applied Materials Inc	10.40	3,119	13.94	4,182	0.8	1.7
350	Cisco Systems Inc	20.73	7,254	23.94	8,379	1.6	0.0
200	Corning Inc	15.21	3,041	19.31	3,862	0.8	1.0
10	Google Inc Cl A	271.47	2,715	619.98	6,200	1.2	0.0
75	IBM Corp	96.97	7,272	130.90	9,818	1.9	1.7
350	Oracle Corp	22.99	8,045	24.53	8,586	1.7	0.8
			40,062		51,562	10.1	0.7
MATERIALS							
100	Freeport-McMoRan	35.63	3,563	80.29	8,029	1.6	0.7
100	Monsanto Co	67.35	6,735	81.75	8,175	1.6	1.3
200	Nucor Corp	44.48	8,896	46.65	9,330	1.8	3.1
200	Vale SA ADR	19.96	3,992	29.03	5,806	1.1	0.8
150	Weyerhaeuser Co	31.88	4,782	43.14	6,471	1.3	0.5
			27,968		37,811	7.4	1.4
SPECIAL SITUATIONS							
250	Goodyear Tire & Rub	6.63	1,657	14.10	3,525	0.7	0.0
			1,657		3,525	0.7	0.0
	COMMON STOCK Total		204,754		263,655	51.7	1.4

R. H. BLUESTEIN & COMPANY
INVESTMENT MANAGERS AND ADVISORS

PORTFOLIO APPRAISAL

J. George & Willine E. Mitnick Foundation

HS8654

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Yield
CORPORATE BONDS							
25,000	WM WRIGLEY JR CO 4.300% Due 07-15-10	96.94	24,236	100.96	25,240	5.0	5.4
25,000	TOYOTA MOTOR CREDIT 4.350% Due 12-15-10	103.05	25,762	103.53	25,883	5.1	3.1
25,000	ABBOTT LABS 5.600% Due 05-15-11	105.59	26,399	106.06	26,516	5.2	3.7
50,000	JOHNSON & JOHNSON 5.150% Due 08-15-12	106.13	53,065	108.69	54,343	10.7	3.6
25,000	3M CO 4.650% Due 12-15-12	108.71	27,177	108.16	27,040	5.3	1.9
25,000	WAL-MART STORES 4.250% Due 04-15-13	105.59	26,398	106.03	26,507	5.2	2.6
25,000	IBM CORP 6.500% Due 10-15-13	102.82	25,704	114.28	28,569	5.6	5.8
25,000	PEPSICO INC 3.750% Due 03-01-14	103.95	25,989	103.34	25,835	5.1	2.8
	Accrued Interest				2,627	0.5	
			234,727		242,560	47.6	3.6

J. George & Willine Mitnick Foundation
Form 990-PF
Grants & Contributions
12/31/2009

Name of Donee	Relationship	Status	Purpose	Amount
Alabama Children's Hospital Foundation	None	Public	Medical	500
American Cancer Society	None	Public	Medical	500
American Diabetes Assn.	None	Public	Medical	500
American Joint Distribution Committee	None	Public	Civic	1,000
Anti Defamation League	None	Public	Civic	1,000
Arthritis Foundation	None	Public	Medical	1,000
Chabad of Alabama	None	Public	Civic	500
Collat Jewish Family Services	None	Public	Civic	2,000
Grafman Fund At Temple Emanu-El	None	Public	Religious	250
Grafman Fund At Temple Emanu-El	None	Public	Religious	2,000
HADASSAH	None	Public	Civic	500
Hillel Foundation For Jewish Campus Life	None	Public	Civic	500
Jasper Family Service Center	None	Public	Civic	500
Jewish Children's Regional Services	None	Public	Civic	500
Kids One Transport	None	Public	Civic	2,500
Mitnick Boot Camp - Children's Comprehensive Svs.	None	Public	Civic	1,000
N.E. Miles Jewish Day School	None	Public	Educational	1,000
Ronald McDonald House Charities of AL	None	Public	Civic	500
RUSH Initiative	None	Public	Civic	5,000
St. Jude's Children's Hospital	None	Public	Medical	500
Temple Emanu-El	None	Public	Religious	2,500
Walker Area Community Foundation	None	Public	Civic	5,000
TOTAL CONTIBUTIONS PAID				29,250

REALIZED GAINS AND LOSSES
J. George & Williine E. Mitnick Foundation
HS8654
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
COMMON STOCK								
06-10-09	08-19-09	200	Alcoa Inc	2,305		2,458	153	
04-09-09	08-19-09	400	Alcoa Inc	3,453		4,917	1,463	
				5,758	0	7,375	1,617	0
03-23-07	06-11-09	50	Abbott Laboratories	2,719		2,218		-501
10-13-08	02-02-09	100	Adobe Systems Inc	3,013		1,917	-1,095	
03-25-09	07-28-09	25	Amazon.com Inc	1,839		2,088	249	
02-06-09	10-16-09	10	Amazon.com Inc	655		944	289	
02-19-09	10-16-09	15	Amazon.com Inc	954		1,417	462	
				3,448	0	4,449	1,001	0
09-22-09	10-16-09	25	Air Products & Chem	2,002		2,074	73	
09-26-08	10-16-09	15	Air Products & Chem	1,067		1,245		178
09-30-08	10-16-09	10	Air Products & Chem	691		830		138
				3,760	0	4,148	73	316
10-13-08	01-20-09	50	American Express Co	1,219		791	-428	
10-13-08	02-02-09	100	American Express Co	2,439		1,646	-792	
				3,658	0	2,438	-1,220	0
01-25-07	07-31-09	50	Becton Dickinson	3,740		3,280		-460
10-13-08	02-23-09	100	BHP Billiton Ltd ADR	4,136		3,708	-427	
09-19-07	11-04-09	25	Burlington No Santa Fe	2,064		2,427		362
01-28-09	11-04-09	25	Burlington No Santa Fe	1,732		2,427	694	
				3,797	0	4,853	694	362
05-22-08	11-17-09	25	Caterpillar Inc	2,063		1,483		-581
12-08-08	11-17-09	25	Caterpillar Inc	1,069		1,483	414	
				3,132	0	2,965	414	-581
04-14-09	10-30-09	50	Cummins Inc	1,445		2,151	706	
07-23-09	08-17-09	50	Citrix Systems Inc	1,738		1,710	-28	
04-06-09	08-17-09	50	Citrix Systems Inc	1,202		1,710	509	
				2,940	0	3,421	481	0
03-30-07	02-02-09	25	Deere & Co	1,387		854		-533
03-16-09	07-17-09	100	Deere & Co	3,118		3,833	715	
03-18-09	07-20-09	50	Deere & Co	1,555		1,963	408	
				6,060	0	6,650	1,123	-533
09-17-08	02-02-09	50	Walt Disney Co	1,641		1,001	-639	
09-17-08	02-19-09	50	Walt Disney Co	1,641		872	-769	
11-04-08	02-19-09	50	Walt Disney Co	1,303		872	-431	
				4,584	0	2,745	-1,839	0

REALIZED GAINS AND LOSSES
J. George & Willine E. Mitnick Foundation
HS8654
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-15-04	03-02-09	25	Genentech Inc	1,336		2,070		733
03-07-05	03-02-09	25	Genentech Inc	1,142		2,070		928
				2,478	0	4,139	0	1,661
07-10-08	01-26-09	200	Dow Chemical Co	6,736		2,810	-3,926	
01-28-09	07-28-09	50	Devon Energy Corp	3,150		2,813	-337	
04-14-09	07-28-09	50	Devon Energy Corp	2,487		2,813	326	
				5,637	0	5,625	-12	0
03-16-09	06-22-09	50	Freeport-McMoRan	1,866		2,311	446	
09-30-09	11-12-09	50	Freeport-McMoRan	3,452		4,100	648	
				5,318	0	6,411	1,093	0
02-06-09	03-09-09	25	FedEx Corp	1,360		877	-484	
03-19-09	12-23-09	25	FedEx Corp	1,146		2,089	943	
				2,506	0	2,966	459	0
10-14-09	11-12-09	25	FMC Technologies	1,423		1,432	9	
07-21-09	11-12-09	50	FMC Technologies	2,050		2,864	814	
				3,473	0	4,297	823	0
04-18-08	03-02-09	50	General Dynamics	4,425		2,111	-2,314	
09-17-09	11-19-09	150	General Electric Co	2,606		2,345	-261	
08-25-09	11-19-09	200	General Electric Co	2,878		3,127	249	
01-28-09	11-19-09	200	General Electric Co	2,718		3,127	410	
				8,202	0	8,600	398	0
09-23-09	11-19-09	100	General Mills Inc	6,435		6,682	247	
04-08-09	10-28-09	100	Goodyear Tire & Rub	791		1,310	518	
01-28-09	10-28-09	50	Goodyear Tire & Rub	331		655	323	
				1,123	0	1,964	842	0
04-02-09	07-28-09	100	HSBC Hldgs PLC ADR	3,381		4,680	1,299	
10-31-08	07-14-09	100	Intel Corp	1,623		1,664	42	
10-31-08	07-15-09	100	Intel Corp	1,623		1,799	176	
				3,246	0	3,464	218	0
11-04-08	07-21-09	25	Jacobs Engineering	992		1,011	19	
10-28-08	07-21-09	25	Jacobs Engineering	798		1,011	213	
10-24-08	07-21-09	50	Jacobs Engineering	1,556		2,022	466	
				3,346	0	4,044	698	0
04-09-09	07-08-09	50	JPMorgan Chase	1,580		1,612	32	
04-02-09	07-08-09	100	JPMorgan Chase	2,829		3,224	395	
03-25-09	07-08-09	100	JPMorgan Chase	2,771		3,224	452	
				7,180	0	8,059	879	0

REALIZED GAINS AND LOSSES

J. George & Willine E. Mitnick Foundation

HS8654

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-15-08	03-02-09	100	Kellogg Co	5,620		3,814	-1,807	
09-15-08	10-16-09	50	Kimberly Clark	3,275		2,946		-329
09-08-08	10-16-09	50	Kimberly Clark	3,191		2,946		-245
				6,466	0	5,893	0	-574
12-23-08	07-08-09	25	Martin Marietta Mtls	2,414		1,876	-538	
04-14-09	07-08-09	25	Martin Marietta Mtls	2,114		1,876	-237	
				4,528	0	3,753	-775	0
10-28-08	03-02-09	25	3M Co	1,557		1,078	-479	
10-24-08	03-02-09	25	3M Co	1,503		1,078	-426	
				3,061	0	2,156	-905	0
04-14-09	06-03-09	25	Mosaic Co	1,118		1,310	192	
02-06-09	06-03-09	25	Mosaic Co	1,095		1,310	215	
				2,212	0	2,620	407	0
03-23-09	05-11-09	50	Marathon Oil Corp	1,305		1,546	242	
03-23-09	05-12-09	50	Marathon Oil Corp	1,305		1,541	237	
				2,609	0	3,087	478	0
09-30-08	06-26-09	25	Nike Inc	1,647		1,272	-375	
10-28-08	06-26-09	25	Nike Inc	1,278		1,272	-6	
				2,925	0	2,544	-380	0
10-29-08	02-04-09	200	News Corp Cl B	1,883		1,450	-432	
10-24-08	02-04-09	100	News Corp Cl B	849		725	-124	
				2,732	0	2,175	-557	0
09-26-08	01-29-09	100	Oshkosh Corp	1,109		789	-320	
05-20-09	10-30-09	100	Petroleo Brasileiro ADR	4,139		4,540	402	
07-14-05	04-14-09	75	Pall Corp	2,244		1,771		-473
07-09-08	02-03-09	50	Perrigo Co	1,742		1,159	-583	
07-09-08	03-02-09	50	Perrigo Co	1,742		935	-808	
				3,484	0	2,094	-1,391	0
11-04-08	04-29-09	25	Ralcorp Holdings Inc	1,727		1,393	-334	
03-06-09	07-28-09	25	Research In Motion	945		1,894	949	
03-06-09	10-30-09	25	Research In Motion	945		1,515	570	
				1,890	0	3,408	1,519	0
09-30-08	02-02-09	25	Sherwin Williams	1,439		1,162	-277	
11-04-08	03-02-09	25	Sherwin Williams	1,398		1,137	-261	
				2,837	0	2,299	-537	0

R. H. BLUESTEIN & COMPANY
INVESTMENT MANAGERS AND ADVISORS

REALIZED GAINS AND LOSSES
J. George & Willine E. Mitnick Foundation
HS8654
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-29-08	02-20-09	100	Target Corp	3,773		2,919	-853	
04-14-09	11-12-09	25	Visa Inc Cl A	1,476		2,003	527	
05-20-09	10-28-09	100	Vale SA ADR	2,004		2,473	469	
05-20-09	10-30-09	100	Vale SA ADR	2,004		2,534	530	
				4,009	0	5,008	999	0
02-05-09	10-14-09	50	Valero Energy Corp	1,187		932	-254	
04-02-09	10-14-09	100	Valero Energy Corp	1,958		1,865	-94	
				3,145	0	2,797	-348	0
10-13-08	01-20-09	50	Wells Fargo & Co	1,495		716	-779	
10-13-08	02-05-09	50	Wells Fargo & Co	1,495		807	-688	
				2,990	0	1,523	-1,467	0
07-15-08	02-06-09	50	Weyerhaeuser Co	2,386		1,286	-1,100	
COMMON STOCK TOTAL				**181,036**	**0**	**176,045**	**-4,210**	**-782**
Total Short Term				156,115	0	151,905	-4,210	
Total Long Term				24,921	0	24,140		-782
CORPORATE BONDS								
10-22-08	04-20-09	25,000	BERKSHIRE HATHAWAY FIN 4.625 % Due 10-15-13	24,484	0	25,898	1,414	
05-14-07	03-15-09	50,000	BOEING CAP CORP 6.000 % Due 03-15-09	50,705	0	50,000		-705
02-20-08	03-09-09	25,000	BOEING CAPITAL CORP 7.375 % Due 09-27-10	27,534	0	26,529		-1,005
10-14-08	09-15-09	25,000	IBM CORP 4.250 % Due 09-15-09	25,038	0	25,000	-38	
05-15-08	08-10-09	25,000	WAL-MART STORES 6.875 % Due 08-10-09	26,137	0	25,000		-1,137
CORPORATE BONDS TOTAL				**153,897**	**0**	**152,427**	**1,376**	**-2,847**
Total Short Term				49,522	0	50,898	1,376	
Total Long Term				104,376	0	101,529		-2,847
TOTAL GAINS							19,910	2,339
TOTAL LOSSES							-22,743	-5,968
				334,933	**0**	**328,472**	**-2,833**	**-3,628**
TOTAL REALIZED GAIN/LOSS	-6,462							

STATEMENT D-1

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK & TRUST - NOMINEE	13,776.	0.	13,776.
STATE STREET BANK & TRUST - NOMINEE	3,711.	0.	3,711.
TOTAL TO FM 990-PF, PART I, LN 4	17,487.	0.	17,487.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	3,297.	2,473.		824.
TO FORM 990-PF, PG 1, LN 16B	3,297.	2,473.		824.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	2,540.	2,540.		0.
TO FORM 990-PF, PG 1, LN 16C	2,540.	2,540.		0.

FORM 990-PF	TAXES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	66.	66.		0.
EXCISE TAXES	114.	0.		0.
TO FORM 990-PF, PG 1, LN 18	180.	66.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	27.	0.		27.
TO FORM 990-PF, PG 1, LN 23	27.	0.		27.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLUESTEIN & COMPANY - NOMINEE - SEE STATEMENT A-1	204,754.	263,655.
TOTAL TO FORM 990-PF, PART II, LINE 10B	204,754.	263,655.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLUESTEIN & COMPANY - NOMINEE - SEE STATEMENT A-2	234,727.	239,933.
TOTAL TO FORM 990-PF, PART II, LINE 10C	234,727.	239,933.