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INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

2009

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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

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 MITCHELL SAPER CHARITABLE TRUST (50-11-222-4278000)	A Employer identification number 43-1764199
	Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA, N.A. P.O. BOX 831041	B Telephone number (see page 10 of the instructions) (800) 357-7094
	City or town, state, and ZIP code DALLAS, TX 75283-1041	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

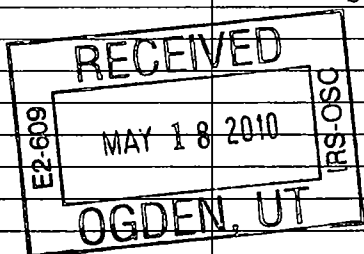
Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **639,091.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	23,483.	23,483.		STMT 1
5a Gross rents				
b Net rental income or (loss)	-13,044.			
6a Net gain or (loss) from sale of assets not on line 10	-13,044.			
b Gross sales price for all assets on line 6a	288,541.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	10,439.	23,483.		
13 Compensation of officers, directors, trustees, etc.	10,271.	3,889.		4,108.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	355.	244.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	1.	1.		
24 Total operating and administrative expenses Add lines 13 through 23	11,427.	4,134.	NONE	4,908.
25 Contributions, gifts, grants paid	24,353.			24,353.
26 Total expenses and disbursements Add lines 24 and 25	35,780.	4,134.	NONE	29,261.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-25,341.			
b Net investment income (if negative, enter -0-)		19,349.		
c Adjusted net income (if negative, enter -0-)				



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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			
	2 Savings and temporary cash investments	-2,605.	19,458.	19,458.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations(attach schedule)			
	b Investments - corporate stock (attach schedule)	229,063.	624,971.	619,633.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	443,076.		
	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 the instructions Also, see page 1, item I)	669,534.	644,429.	639,091.	
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 (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 ▶ <input type="checkbox"/> 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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	669,534.	644,429.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	669,534.	644,429.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	669,534.	644,429.		

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	669,534.
2 Enter amount from Part I, line 27a	2	-25,341.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	332.
4 Add lines 1, 2, and 3	4	644,525.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	96.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	644,429.

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 SEE PART IV DETAIL					
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	-13,044.
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 pages 13 and 17 of 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 page 18 of 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 (col (b) divided by col (c))
2008	44,426.	676,361.	0.06568385818
2007	32,479.	767,993.	0.04229075005
2006	36,320.	727,146.	0.04994870356
2005	31,143.	714,192.	0.04360592110
2004	19,543.	708,913.	0.02756755766
2 Total of line 1, column (d)			2 0.22909679055
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 0.04581935811
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 580,242.
5 Multiply line 4 by line 3			5 26,586.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 193.
7 Add lines 5 and 6			7 26,779.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 29,261.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2010 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, liquidation, and substantial contributors.

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 page 20 of the 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 BANK OF AMERICA, N.A. Telephone no (800) 257-0332
Located at 1201 MAIN STREET, 8TH FLOOR, DALLAS, TX ZIP + 4 75202-3113
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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 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?
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? 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 page 20 of the instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 page 22 of the 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 page 22 of the instructions)? Yes No
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? Yes No
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? Yes No

5b			
6b			X
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 page 22 of the 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
SEE STATEMENT 10		10,271.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	589,078.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	589,078.
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	NONE
3	Subtract line 2 from line 1d	3	589,078.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	8,836.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	580,242.
6	Minimum investment return. Enter 5% of line 5	6	29,012.

Part XI Distributable Amount (see page 25 of the 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	29,012.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	193.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	193.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,819.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	28,819.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,819.

Part XII Qualifying Distributions (see page 25 of the 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	29,261.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	29,261.
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 page 26 of the instructions)	5	193.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,068.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				28,819.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			25,190.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 29,261.				
a Applied to 2008, but not more than line 2a			25,190.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				4,071.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				24,748.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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.

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	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
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 14</p>				
Total ▶ 3a				24,352.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

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

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
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: [Signature] BANK OF AMERICA, N.A. Date: 12/7/2010 Title: TRUSTEE
Preparer's signature: [Signature] Date: [] Check if self-employed: [] Preparer's identifying number: []
Firm's name (or yours if self-employed), address, and ZIP code: [] EIN: [] Phone no: []

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					532.	
2,865.00		65. AFLAC INC COM PROPERTY TYPE: SECURITIES 2,820.00				P	09/22/2005	10/08/2009
						45.00		
4,764.00		25. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 4,329.00				P	08/27/2008	10/08/2009
						435.00		
3,183.00		80. AUTOMATIC DATA PROCESSING INC COM PROPERTY TYPE: SECURITIES 3,046.00				P	09/22/2005	10/08/2009
						137.00		
123.00		8.595 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 684.00				P	12/20/2005	01/05/2009
						-561.00		
1,160.00		80.793 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 5,674.00				P	06/14/2001	01/05/2009
						-4,514.00		
62.00		4.298 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 298.00				P	09/22/2005	01/05/2009
						-236.00		
234.00		16.314 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 744.00				P	10/24/2002	01/05/2009
						-510.00		
12.00		.876 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 40.00				P	10/24/2002	01/13/2009
						-28.00		
2,709.00		70. BEST BUY INC COM PROPERTY TYPE: SECURITIES 2,911.00				P	09/22/2005	10/08/2009
						-202.00		
1,818.00		50. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES 1,498.00				P	01/05/2009	10/08/2009
						320.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
711.00		30. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 536.00				P	09/22/2005	10/08/2009
							175.00	
1,659.00		70. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 989.00				P	03/17/2003	10/08/2009
							670.00	
2,724.00		50. COCA COLA CO PROPERTY TYPE: SECURITIES 2,259.00				P	06/14/2001	10/08/2009
							465.00	
573.00		10. COCA COLA CO PROPERTY TYPE: SECURITIES 452.00				P	06/14/2001	12/22/2009
							121.00	
1,146.00		20. COCA COLA CO PROPERTY TYPE: SECURITIES 896.00				P	01/09/2002	12/22/2009
							250.00	
573.00		10. COCA COLA CO PROPERTY TYPE: SECURITIES 414.00				P	12/20/2005	12/22/2009
							159.00	
3,944.00		50. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 2,799.00				P	12/20/2005	10/08/2009
							1,145.00	
16,500.00		1885.714 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 18,669.00				P	11/19/2001	01/05/2009
							-2,169.00	
10,613.00		1094.084 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 10,831.00				P	11/19/2001	10/08/2009
							-218.00	
49,846.00		5138.746 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 50,000.00				P	06/26/2001	10/08/2009
							-154.00	
11,034.00		1137.539 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 11,000.00				P	03/21/2002	10/08/2009
							34.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,531.00		776.398				P	01/25/2008	10/08/2009
		COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES						
		7,500.00					31.00	
19,541.00		2014.583				P	02/14/1997	10/08/2009
		COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES						
		19,418.00					123.00	
3,736.00		385.12				P	06/06/2007	10/08/2009
		COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES						
		3,701.00					35.00	
47,699.00		4917.448				P	03/14/1997	10/08/2009
		COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES						
		46,441.00					1,258.00	
3,202.00		330.8				P	03/14/1997	12/22/2009
		COLUMBIA TOTAL RETURN BOND FUND CL PROPERTY TYPE: SECURITIES						
		3,124.00					78.00	
6,798.00		702.258				P	04/30/1997	12/22/2009
		COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES						
		6,630.00					168.00	
3,160.00		40.				P	08/27/2008	10/08/2009
		ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES						
		4,178.00					-1,018.00	
1,033.00		15.				P	09/22/2005	10/08/2009
		EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES						
		987.00					46.00	
4,476.00		65.				P	12/20/2005	10/08/2009
		EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES						
		3,750.00					726.00	
1,377.00		20.				P	06/14/2001	10/08/2009
		EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES						
		889.00					488.00	
1,694.00		104.				P	06/14/2001	10/08/2009
		GENERAL ELEC CO PROPERTY TYPE: SECURITIES						
		5,148.00					-3,454.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/09	Adj basis as of 12/31/09	Excess of FMV over adj basis		Gain or (loss)	
342.00		21. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 882.00				P	08/07/2001	10/08/2009 -540.00
250.00		90. GENWORTH FINANCIAL INC CL A COM PROPERTY TYPE: SECURITIES 2,667.00				P	09/22/2005	01/05/2009 -2,417.00
1,779.00		45. GLAXO WELLCOME PLC SPON ADR PROPERTY TYPE: SECURITIES 2,332.00				P	12/20/2005	10/08/2009 -553.00
1,976.00		50. GLAXO WELLCOME PLC SPON ADR PROPERTY TYPE: SECURITIES 2,492.00				P	09/22/2005	10/08/2009 -516.00
873.00		30. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES 2,188.00				P	09/22/2005	10/08/2009 -1,315.00
1,456.00		50. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES 2,633.00				P	08/29/2003	10/08/2009 -1,177.00
3,098.00		115. HOME DEPOT INC PROPERTY TYPE: SECURITIES 4,797.00				P	12/20/2005	10/08/2009 -1,699.00
1,926.00		97. INTEL CORP COM PROPERTY TYPE: SECURITIES 2,752.00				P	06/14/2001	10/08/2009 -826.00
2,479.00		50. KELLOGG CO COM PROPERTY TYPE: SECURITIES 2,225.00				P	12/20/2005	10/08/2009 254.00
572.00		50. MC DERMOTT INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 1,748.00				P	08/27/2008	01/05/2009 -1,176.00
4,407.00		70. MC DONALDS CORP COM PROPERTY TYPE: SECURITIES 2,388.00				P	12/20/2005	12/22/2009 2,019.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,619.00		50. MERCK & CO INC PROPERTY TYPE: SECURITIES 1,776.00				P	08/27/2008	10/08/2009 -157.00
1,919.00		50. METLIFE INC PROPERTY TYPE: SECURITIES 1,812.00				P	01/05/2009	10/08/2009 107.00
1,211.00		100. NEWS CORP CL A PROPERTY TYPE: SECURITIES 949.00				P	01/05/2009	10/08/2009 262.00
5,998.00		110. NIKE INC COM CL B PROPERTY TYPE: SECURITIES 4,429.00				P	09/22/2005	05/06/2009 1,569.00
723.00		50. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 1,294.00				P	08/27/2008	10/08/2009 -571.00
300.00		5. PEPSICO INC COM PROPERTY TYPE: SECURITIES 298.00				P	12/20/2005	10/08/2009 2.00
2,399.00		40. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,148.00				P	09/22/2005	10/08/2009 251.00
600.00		10. PEPSICO INC COM PROPERTY TYPE: SECURITIES 503.00				P	02/04/2002	10/08/2009 97.00
1,102.00		10. POTASH CORP OF SASKATCHEWAN COM PROPERTY TYPE: SECURITIES 1,809.00				P	08/27/2008	12/22/2009 -707.00
4,044.00		50. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 2,289.00				P	09/22/2005	10/08/2009 1,755.00
3,551.00		85. QUALCOMM INC PROPERTY TYPE: SECURITIES 1,501.00				P	10/24/2002	10/08/2009 2,050.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,475.00		64. SMUCKER J M CO COM NEW PROPERTY TYPE: SECURITIES 2,179.00				P	09/22/2005	10/08/2009
							1,296.00	
1,592.00		50. SOUTHERN CO PROPERTY TYPE: SECURITIES 1,832.00				P	01/05/2009	10/08/2009
							-240.00	
3.00		.31 TAIWAN SEMICONDUCTOR MFG CO LTD PROPERTY TYPE: SECURITIES 3.00				P	12/20/2005	07/31/2009
4,620.00		464. TAIWAN SEMICONDUCTOR MFG CO LTD PROPERTY TYPE: SECURITIES 4,309.00				P	12/20/2005	10/08/2009
							311.00	
5,170.00		100. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 3,358.00				P	09/22/2005	10/08/2009
							1,812.00	
1,838.00		40. TIDEWATER INC COM PROPERTY TYPE: SECURITIES 2,353.00				P	08/27/2008	10/08/2009
							-515.00	
1,453.00		45. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 2,782.00				P	12/20/2005	12/22/2009
							-1,329.00	
2,048.00		70. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 2,399.00				P	08/27/2008	10/08/2009
							-351.00	
1,429.00		50. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 1,546.00				P	12/20/2005	10/08/2009
							-117.00	
497.00		15. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 464.00				P	12/20/2005	12/22/2009
							33.00	
1,324.00		40. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 1,096.00				P	09/22/2005	12/22/2009
							228.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
18.00		.87 WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 208.00				P	09/22/2005	01/21/2009	
							-190.00		
555.00		19.04 WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 4,560.00				P	09/22/2005	10/08/2009	
							-4,005.00		
261.00		8.96 WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 1,795.00				P	05/12/2003	10/08/2009	
							-1,534.00		
583.00		20. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 584.00				P	09/22/2005	10/08/2009	
							-1.00		
4,019.00		100. NOBLE CORP COM PROPERTY TYPE: SECURITIES 3,550.00				P	09/22/2005	10/08/2009	
							469.00		
TOTAL GAIN (LOSS)								----- -13,044. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	55.	55.
AT&T INC	426.	426.
ABBOTT LABORATORIES COM	78.	78.
APACHE CORP COM	5.	5.
AUTOMATIC DATA PROCESSING INC COM	106.	106.
AVON PRODUCTS INC COM	42.	42.
BANK NEW YORK MELLON CORP COM	52.	52.
BEST BUY INC COM	39.	39.
CVS CAREMARK CORP COM	11.	11.
CELANESE CORP DEL SER A COM	2.	2.
CHEVRONTXACO CORP COM	239.	239.
COCA COLA CO	193.	193.
COLGATE PALMOLIVE CO COM	64.	64.
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	19.	19.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	10,951.	10,951.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	2,160.	2,160.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	389.	389.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	788.	788.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	311.	311.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	346.	346.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	134.	134.
COLUMBIA CASH RESERVES TRUST CLASS	14.	14.
CONOCOPHILLIPS	76.	76.
CORNING INC COM	8.	8.
EXELON CORP COM	305.	305.
EXXON MOBIL CORPORATION	315.	315.
FPL GROUP INC COM	12.	12.
GENERAL ELEC CO	267.	267.
GLAXO WELLCOME PLC SPON ADR	175.	175.
HARTFORD FINL SVCS GROUP INC COM	38.	38.
HEWLETT PACKARD CO COM	34.	34.
HOME DEPOT INC	78.	78.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INTEL CORP COM	41.	41.
INTERNATIONAL BUSINESS MACHINES CORP COM	28.	28.
J P MORGAN CHASE & CO COM	27.	27.
JOHNSON & JOHNSON COM	164.	164.
KELLOGG CO COM	174.	174.
KIMBERLY CLARK CORP	83.	83.
LOCKHEED MARTIN CORP COM	16.	16.
LOWES COMPANIES INC COM	9.	9.
MC DONALDS CORP COM	287.	287.
MCKESSON HBOC INC	18.	18.
MERCK & CO INC	76.	76.
MICROSOFT CORP	194.	194.
MOLSON COORS BREWING CO CL B	12.	12.
MONSANTO CO NEW COM	31.	31.
NEWS CORP CL A	12.	12.
NIKE INC COM CL B	55.	55.
NOKIA CORP SPONSORED ADR	27.	27.
NORDSTROM INC COM	8.	8.
PIMCO TOTAL RETURN FUND INSTL	2,371.	2,371.
PEPSICO INC COM	184.	184.
PFIZER INC COM	32.	32.
POTASH CORP OF SASKATCHEWAN COM	4.	4.
PRAXAIR INC COM	116.	116.
PRINCIPAL FINL GROUP INC COM	33.	33.
PRUDENTIAL FINL INC COM	28.	28.
QUALCOMM INC	56.	56.
SCHLUMBERGER LTD COM	19.	19.
SMUCKER J M CO COM NEW	161.	161.
SOUTHERN CO	65.	65.
STAPLES INC COM	40.	40.
STATE STR CORP COM	2.	2.
TAIWAN SEMICONDUCTOR MFG CO LTD	211.	211.
TEVA PHARMACEUTICAL INDS LTD ADR	45.	45.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEXAS INSTRUMENTS INC COM	35.	35.
TIDEWATER INC COM	30.	30.
US BANCORP DEL COM NEW	72.	72.
UNITED PARCEL SERVICE CL B	11.	11.
UNITED TECHNOLOGIES CORP COM	200.	200.
UNITEDHEALTH GROUP INC	1.	1.
VALE S A ADR	14.	14.
VANGUARD INTL EQUITY INDEX FDS VANGUARD	213.	213.
VERIZON COMMUNICATIONS	130.	130.
WAL MART STORES INC COM	53.	53.
WASTE MANAGEMENT INC	165.	165.
WELLS FARGO COMPANY	124.	124.
YUM BRANDS INC COM	50.	50.
NOBLE CORP COM	4.	4.
NOBLE CORP COM	9.	9.
TYCO INTL LTD NEW F COM	11.	11.
TOTAL	23,483.	23,483.

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	800.			800.
TOTALS	800.	NONE	NONE	800.

TOTALS

TAX PREPARATION FEE

800.

800.

NONE

NONE

800.

=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	58.	58.
FEDERAL ESTIMATES - INCOME	111.	
FOREIGN TAXES ON QUALIFIED FOR	142.	142.
FOREIGN TAXES ON NONQUALIFIED	44.	44.
TOTALS	355.	244.

TOTALS

355.

244.

=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	1.	1.
TOTALS	1.	1.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
RETURN OF CAPITAL	90.
NON DEDUCTIBLE EXPENSE	19.
TIMING DIFFERENCE	223.

TOTAL	332.
	=====

0

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
SALES ADJUSTMENT - ENTERGY	90.
ROUNDING	6.

TOTAL	96.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MO
TX

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830259

DALLAS, TX 75283-0259

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 10,271.

OFFICER NAME:

ROBERT SCHWARTZ; C/O BOA

ADDRESS:

P.O. BOX 830259

DALLAS, TX 75283-0259

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION: 10,271.

=====

RECIPIENT NAME:
BETH MEDRASH GOVOHA OF AMERICA
ATTN: RABBI E. KUPERMAN
ADDRESS:
617 6TH ST
LAKEWOOD, NJ 08701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - CHURCH
AMOUNT OF GRANT PAID 3,517.

RECIPIENT NAME:
DISKIN ORPHAN HOME OF ISRAEL INC.
ATTN: RABBI M. WEINTRAUB
ADDRESS:
1533 44TH ST
BROOKLYN, NY 11219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 1,331.

RECIPIENT NAME:
MESIVTHA TIFERETH OF JERUSALEM
ATTN: RABBI YISRAEL H EIDELMAN
ADDRESS:
145 E BROADWAY
NEW YORK, NY 10002-9981
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 3,108.

RECIPIENT NAME:

NER ISRAEL RABBINICAL COLLEGE, INC
ATTN: RABBI HERMAN N NEUBERGER

ADDRESS:

40 MT WILSON LN
BALTIMORE, MD 21208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT - CHURCH

AMOUNT OF GRANT PAID 2,186.

RECIPIENT NAME:

TALMUDICAL YESHIVA OF PHILADELPHIA
ATTN: RABBI URI MANDELBAUM

ADDRESS:

6063 DREXEL RD
PHILADELPHIA, PA 19131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

RECIPIENT NAME:

TORAH SCHOOLS FOR ISRAEL/CHINUCH
ATTN: RABBI HENACH COHEN

ADDRESS:

40 EXCHANGE PL
NEW YORK, NY 10005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 3,108.

=====

RECIPIENT NAME:

UNITED CHARITY INSTITUTES
OF JERUSALEM

ADDRESS:

1467 48TH ST
BROOKLYN, NY 11219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 2,700.

RECIPIENT NAME:

YESHIVA TORAH VODAATH
ATTN: ISAAC GOTTDIENER EXEC DIR

ADDRESS:

425 E 9TH ST
BROOKLYN, NY 11218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT - CHURCH

AMOUNT OF GRANT PAID 2,186.

RECIPIENT NAME:

TELSHE YESHIVA
ATTN: RABBI M.Z. MANN

ADDRESS:

28400 EUCLID AVE
WICKLIFFE, OH 44092-2523

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 3,108.

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RECIPIENT NAME:

TALMUDICAL YESHIVA OF

ADDRESS:

PHILADELPHIA

PHILADELPHIA, PA 19131-1217

AMOUNT OF GRANT PAID 3,108.

TOTAL GRANTS PAID:

24,352.

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MITCHELL SAPER CHARITABLE TRUST

43-1764199

Balance Sheet

12/31/2009

Bank of America



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	260 000	6,227 00	7,287 80
002824100	ABBOTT LABS	50 000	2,877 38	2,699 50
00724F101	ADOBE SYS INC	100 000	3,889 63	3,678 00
031162100	AMGEN INC	30 000	1,765 35	1,697 10
037411105	APACHE CORP	35 000	3,497 03	3,610 95
054303102	AVON PRODS INC	50 000	2,134 38	1,575 00
064058100	BANK NEW YORK MELLON CORP	101 000	3,115 43	2,824 97
125509109	CIGNA CORP	65 000	1,845 03	2,292 55
150870103	CELANESE CORP DEL	40 000	1,030 20	1,284 00
166764100	CHEVRON CORP	90 000	5,131 80	6,929 10
17275R102	CISCO SYS INC	110 000	1,554 30	2,633 40
191216100	COCA COLA CO	40 000	1,657 20	2,280 00
197199763	COLUMBIA ACORN INTL SELECT	644 053	15,000 00	15,225 41
19765H453	COLUMBIA TOTAL RETURN BOND FUND	11932 796	112,248 21	115,390 14
19765H495	COLUMBIA HIGH INCOME FUND	3808 487	35,000 00	29,553 86
19765H586	COLUMBIA INTERNATIONAL VALUE	1341 407	23,514 86	19,034 57
19765H636	COLUMBIA MARSICO INTERNATIONAL	2461 034	30,000 00	26,283 84
19765H677	COLUMBIA MULTI-ADVISOR INTL	635 324	10,000 00	7,236 34
19765J608	COLUMBIA MID CAP INDEX FUND	3347 741	38,500 00	30,933 13
19765J814	COLUMBIA SMALL CAP INDEX FUND	1181 526	21,500 00	16,435 03
20030N101	COMCAST CORP	75 000	1,177 13	1,264 50
20825C104	CONOCOPHILLIPS	40 000	2,851 20	2,042 80
219350105	CORNING INC	150 000	2,344 85	2,896 50
242370104	DEAN FOODS CO	50 000	951 38	902 00
254687106	DISNEY WALT CO	50 000	1,183 38	1,612 50
268648102	EMC CORP	150 000	2,658 66	2,620 50
30161N101	EXELON CORP	145 000	7,772 00	7,086.15
302182100	EXPRESS SCRIPTS INC	25 000	1,962 63	2,160 50
30231G102	EXXON MOBIL CORP	115 000	4,852 89	7,841 85
302571104	FPL GROUP INC	25.000	1,338 13	1,320 50
369604103	GENERAL ELEC CO	200 000	6,568 79	3,026 00
42809H107	HESS CORP	35 000	1,988 88	2,117 50
428236103	HEWLETT PACKARD CO	105 000	2,950 50	5,408 55
459200101	INTERNATIONAL BUSINESS MACHS	50 000	6,139 25	6,545 00

MITCHELL SAPER CHARITABLE TRUST

43-1764199

Balance Sheet

12/31/2009

Bank of America



Cusip	Asset	Units	Basis	Market Value
46625H100	J P MORGAN CHASE & CO	100 000	4,118 13	4,167 00
478160104	JOHNSON & JOHNSON	85 000	4,359 40	5,474 85
487836108	KELLOGG CO	85 000	3,746 25	4,522 00
494368103	KIMBERLY CLARK CORP	35 000	2,130 01	2,229 85
50540R409	LABORATORY CORP AMER HLDGS	30 000	1,995 75	2,245 20
539830109	LOCKHEED MARTIN CORP	25 000	1,830 13	1,883 75
548661107	LOWES COS INC	100 000	2,087 44	2,339 00
580135101	MCDONALDS CORP	70 000	2,388 40	4,370 80
58155Q103	MCKESSON CORP	50 000	1,991 38	3,125 00
594918104	MICROSOFT CORP	373 000	11,898 67	11,369 04
60871R209	MOLSON COORS BREWING CO	50 000	2,483 25	2,258 00
61166W101	MONSANTO CO	30 000	3,533 63	2,452 50
628530107	MYLAN INC	100 000	1,673 50	1,843 00
655664100	NORDSTROM INC	50 000	1,677 25	1,879 00
674599105	OCCIDENTAL PETE CORP DEL	30 000	2,397 45	2,440 50
693390700	PIMCO TOTAL RETURN FUND	12328 767	135,000 00	133,150 68
693475105	PNC FINL SVCS GROUP INC	50 000	2,227 75	2,639 50
695156109	PACKAGING CORP AMER	50 000	1,046 75	1,150 50
713448108	PEPSICO INC	50 000	2,368 50	3,040 00
717081103	PFIZER INC	200 000	3,352 46	3,638 00
718172109	PHILIP MORRIS INTL INC	50 000	2,522 75	2,409 50
74005P104	PRAXAIR INC	35 000	1,602 30	2,810 85
74251V102	PRINCIPAL FINL GROUP INC	65 000	1,840 48	1,562 60
744320102	PRUDENTIAL FINL INC	40 000	2,065 40	1,990 40
806857108	SCHLUMBERGER LTD	30 000	1,420 13	1,952 70
816851109	SEMPRA ENERGY	25 000	1,280 88	1,399 50
832696405	SMUCKER J M CO	70 000	1,562 34	4,322 50
845467109	SOUTHWESTERN ENERGY CO	50 000	2,017 38	2,410 00
855030102	STAPLES INC	160 000	3,324 80	3,934 40
857477103	STATE STR CORP	50 000	2,094 51	2,177 00
882508104	TEXAS INSTRS INC	150 000	3,051 62	3,909 00
883556102	THERMO FISHER SCIENTIFIC CORP	40 000	1,825 00	1,907 60
902973304	US BANCORP DEL	125 000	3,601 25	2,813 75
911312106	UNITED PARCEL SVC INC	25 000	1,407 13	1,434 25

MITCHELL SAPER CHARITABLE TRUST

43-1764199

Balance Sheet

12/31/2009

Bank of America



Cusip	Asset	Units	Basis	Market Value
913017109	UNITED TECHNOLOGIES CORP	130 000	5,648 20	9,023 30
91912E105	VALE S A	50 000	1,255 75	1,451 50
922042858	VANGUARD INTL EQUITY INDEX FDS	350 000	13,870 50	14,350 00
931142103	WAL-MART STORES INC	50 000	2,948 38	2,672 50
94106L109	WASTE MGMT INC DEL	50 000	1,370 00	1,690 50
949746101	WELLS FARGO & CO	210 000	4,827 78	5,667 90
988498101	YUM BRANDS INC	100 000	3,509 13	3,497 00
G0692U109	AXIS CAP HLDGS LTD	50 000	1,569 25	1,420 50
G6359F103	NABORS INDS INC	50 000	1,088 25	1,094 50
H89128104	TYCO INTL LTD	50 000	1,734 25	1,784 00
	Cash/Cash Equivalent	19457 670	19,457 67	19,457 67
		Totals	644,428 70	639,091 13