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

For calendar year 2004, or tax year beginning 2004, and ending

Use the IRS label. Otherwise, print or type. See Specific Instructions.

THE STAINMAN FAMILY FOUNDATION, INC.
C/O ARTHUR J. STAINMAN 320 E 72 ST
NEW YORK, NY 10021

Check type of organization: X 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, column (c), line 16)
4,731,323.

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 instructions)).

(a) Revenue and expenses per books

1 Contributions, gifts, grants, etc., received (att sch) 708,212.
2 If the found is not rec to alt Sch B
3 Interest on savings and temporary investments
4 Dividends and interest from securities
5a Gross rents
b Net income or (loss) 27,280.
6a Net gain (loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a 1,706,932.
7 Capital gain net income (from Part IV, line 2)
8 Net short-term capital gain
9 Income modifications

Total 1 through 11

=2,589.

(b) Net investment income

12 Interest
13 Taxes (attach schedule) 7,603.
14 Depreciation (attach schedule) and depletion
15 Occupancy
16 Travel, conferences, and meetings
17 Printing and publications
18 Other expenses (attach schedule) 22,483.

(c) Adjusted net income

24 Total operating and administrative expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid PART XV.
26 Total expenses and disbursements. Add lines 24 and 25

(d) Disbursements for charitable purposes (cash basis only)

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements
b Net Investment income (if negative, enter -0)
c Adjusted net income (if negative, enter -0)
**Part II** Balance Sheets

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of year</th>
<th>End of year</th>
<th>Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Cash — non-interest-bearing.</td>
<td>177,663</td>
<td>1,058,551</td>
<td>1,058,551</td>
</tr>
<tr>
<td>2. Savings and temporary cash investments.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Accounts receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Pledges receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Grants receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. Receivables due from officers, directors, trustees, and other qualified persons</td>
<td>(attach schedule).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Other notes and loans receivable (attach schedule).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8. Inventories for sale or use.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9. Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a. Investments — U.S. and state government obligations (attach schedule).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Investments — corporate stock (attach schedule).</td>
<td>1,757,122</td>
<td>2,067,307</td>
<td>3,527,951</td>
</tr>
<tr>
<td>c. Investments — corporate bonds (attach schedule).</td>
<td>338,555</td>
<td>54,147</td>
<td>80,483</td>
</tr>
<tr>
<td>11. Investments — land, buildings, and equipment: basis</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation (attach schedule).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12. Investments — mortgage loans.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13. Investments — other (attach schedule).</td>
<td>64,007</td>
<td>64,338</td>
<td>64,338</td>
</tr>
<tr>
<td>14. Land, buildings, and equipment: basis</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation (attach schedule).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15. Other assets (describe)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16. Total assets (to be completed by all filers — see instructions. Also, see page 1, item 1)</td>
<td>2,337,347</td>
<td>3,244,343</td>
<td>4,731,323</td>
</tr>
<tr>
<td>17. Accounts payable and accrued expenses.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18. Grants payable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19. Deferred revenue</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20. Loans from officers, directors, trustees &amp; other disqualified persons.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21. Mortgages and other notes payable (attach schedule).</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22. Other liabilities (describe)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23. Total liabilities (add lines 17 through 22)</td>
<td>0.</td>
<td>0.</td>
<td></td>
</tr>
<tr>
<td>24. Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25. Unrestricted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>26. Temporarily restricted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27. Capital stock, trust principal, or current funds</td>
<td>2,337,347</td>
<td>3,244,343</td>
<td></td>
</tr>
<tr>
<td>28. Paid-in or capital surplus, or land, building, and equipment fund.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>29. Retained earnings, accumulated income, endowment, or other funds.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>30. Total net assets or fund balances (see instructions)</td>
<td>2,337,347</td>
<td>3,244,343</td>
<td></td>
</tr>
<tr>
<td>31. Total liabilities and net assets/fund balances (see instructions)</td>
<td>2,337,347</td>
<td>3,244,343</td>
<td></td>
</tr>
</tbody>
</table>

**Part III** Analysis of Changes in Net Assets or Fund Balances

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of year</th>
<th>End of year</th>
<th>Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>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)</td>
<td>2,337,347</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Enter amount from Part I, line 27a</td>
<td>1,503,762</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Other increases not included in line 2 (itemize)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Add lines 1, 2, and 3</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Decreases not included in line 2 (itemize)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30</td>
<td>3,244,343</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

BAA
**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

<table>
<thead>
<tr>
<th>(b) How acquired</th>
<th>(c) Date acquired (month, day, year)</th>
<th>(d) Date sold (month, day, year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>P - Purchase</td>
<td></td>
<td></td>
</tr>
<tr>
<td>D - Donation</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. a SEE STATEMENT 7
   b  
   c  
   d  

(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)

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

   (i) Fair Market Value as of 12/31/69
   (j) Adjusted basis as of 12/31/69
   (k) Excess of column (i) over column (j), if any

(i) Gains (Column (h) gain minus column (k), but not less than 0) or Losses (from column (h))

3. 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

4. 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 instructions). If (loss), enter -0- in Part I, line 8

**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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the organization 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.

<table>
<thead>
<tr>
<th>(a) Base period years Calendar year (or tax year beginning in)</th>
<th>(b) Adjusted qualifying distributions</th>
<th>(c) Net value of noncharitable-use assets</th>
<th>(d) Distribution ratio (column (b) divided by column (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003</td>
<td>125,344.</td>
<td>2,227,875.</td>
<td>0.056262</td>
</tr>
<tr>
<td>2002</td>
<td>98,674.</td>
<td>1,588,468.</td>
<td>0.062119</td>
</tr>
<tr>
<td>2001</td>
<td>59,562.</td>
<td>1,140,645.</td>
<td>0.052218</td>
</tr>
<tr>
<td>2000</td>
<td>47,829.</td>
<td>879,085.</td>
<td>0.054408</td>
</tr>
<tr>
<td>1999</td>
<td>45,721.</td>
<td>781,358.</td>
<td>0.058515</td>
</tr>
</tbody>
</table>

2. Total of line 1, column (d)  2  0.283522

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  0.056704

4. Enter the net value of noncharitable-use assets for 2004 from Part X, line 5  4  3,747,176.

5. Multiply line 4 by line 3  5  212,480.

6. Enter 1% of net investment income (1% of Part I, line 27b)  6  10,586.

7. Add lines 5 and 6  7  223,066.

8. Enter qualifying distributions from Part XII, line 4  8  255,770.

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(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 letter: ____________________________ (attach copy of ruling letter if necessary – see instructions)

b Domestic organizations that meet the section 4940(e) requirements in Part V, check here □ and enter 1% of Part I, line 27b ____________________________

c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) ____________________________

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) ____________________________

3 Add lines 1 and 2 ____________________________

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) ____________________________

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- ____________________________

6 Credits/Payments:

a 2004 estimated tax refunds and 2003 overpayment credited to 2004 ____________________________

b Exempt foreign organizations — tax withheld at source ____________________________

c Tax paid with application for extension of time to file (Form 8868) ____________________________

d Backup withholding erroneously withheld ____________________________

7 Total credits and payments. Add lines 6a through 6d ____________________________

8 Enter any penalty for underpayment of estimated tax. Check here □ if Form 2220 is attached ____________________________

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ____________________________

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ____________________________

11 Enter the amount on line 10 to be credited to 2005 estimated tax ____________________________

Part VII-A  Statements Regarding Activities

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? □ Yes □ No 

b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? □ Yes □ No 

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 organization in connection with the activities.

c Did the organization file Form 1120-POL for this year? □ Yes □ No 

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the organization □ $ ____________________________

(2) On organization managers □ $ ____________________________

e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. □ $ ____________________________

2 Has the organization engaged in any activities that have not previously been reported to the IRS? □ Yes □ No 

If 'Yes,' attach a detailed description of the activities.

3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, bylaws, or other similar instruments? □ Yes □ No 

If 'Yes,' attach a conformed copy of the changes.

4a Did the organization have unrelated business gross income of $1,000 or more during the year? □ Yes □ No 

b If 'Yes,' has it filed a tax return on Form 990-T for this year? □ Yes □ No 

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? □ Yes □ No 

If 'Yes,' attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• 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? □ Yes □ No 

7 Did the organization have at least $5,000 in assets at any time during the year? □ Yes □ No 

8a Enter the states to which the foundation reports or with which it is registered (see instructions) □ NEW YORK.

8b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? □ Yes □ No

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(x)(3) or 4942(x)(3) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? □ Yes □ No

10 Did any persons become substantial contributors during the tax year? □ Yes □ No

If 'Yes,' attach a schedule listing their names and addresses. SEE STATEMENT 8

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? □ Yes □ No

12 The books are in care of □ ARTHUR J. STAINMAN □ N/A

Located at □ 320 EAST 72ND STREET, NEW YORK, NY □ 10021

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here □ 13

N/A

N/A

BAA

TTEA0304L 01/03/05

Form 990-PF (2004)
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 organization (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 organization 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 53.4941-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐

1c Did the organization 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 2004? ☑

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4941)(3) or 4942(g)(6)):

a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? ☐ Yes ☑ No

If 'Yes,' list the years: 20__ , 20__ , 20__ , 20__ , 20__ .

b Are there any years listed in 2a for which the organization 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.) ☑ Yes ☐ No

If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

20__ , 20__ , 20__ , 20__ .

3a Did the organization 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 2004 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2004.) Yes ☐ No ☑

4a Did the organization invest during the year any amount in a manner that would jeopardize the charitable purposes? Yes ☐ No ☑

b Did the organization 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 2004? Yes ☐ No ☑

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes ☐ No ☑

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes ☐ No ☑

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

6b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes ☐ No ☑

If you answered 'Yes' to 6b, also file Form 8870.
### Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEE STATEMENT 9</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000

3. Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE.'

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services

### 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.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>N/A</td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
</tr>
</tbody>
</table>

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

<table>
<thead>
<tr>
<th>Line</th>
<th>Investment Details</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

All other program-related investments. See instructions.

<table>
<thead>
<tr>
<th>Line</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>0.0</td>
</tr>
</tbody>
</table>

Total. Add lines 1 through 3.

### 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:
   - Average monthly fair market value of securities: 1a 3,319,632.
   - Average of monthly cash balances: 1b 484,608.
   - Fair market value of all other assets (see instructions): 1c
   - Total (add lines 1a, b and c): 1d 3,804,240.
   - Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation): 1e 0.

2. Acquisition indebtedness applicable to line 1 assets: 2 0.

3. Subtract line 2 from line 1d: 3 3,804,240.

4. Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions): 4 57,064.


### Part Xk Distributable Amount (see instructions)


2a. Tax on investment income for 2004 from Part VI, line 5: 2a 10,586.

2b. Income tax for 2004. (This does not include the tax from Part VI): 2b

2c. Add lines 2a and 2b: 2c 10,586.

3. Distributable amount before adjustments. Subtract line 2c from line 1: 3 176,773.

4. Recoveries of amounts treated as qualifying distributions: 4

5. Add lines 3 and 4: 5 176,773.

6. Deduction from distributable amount (see instructions): 6

7. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1: 7 176,773.

### Part XII Qualifying Distributions (see instructions)

1. Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:
   - Expenses, contributions, gifts, etc. total from Part I, column (d), line 26: 1a 255,770.
   - Program-related investments total from Part IX-B: 1b

2. Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes: 2

3. Amounts set aside for specific charitable projects that satisfy the:
   - Suitability test (prior IRS approval required): 3a
   - Cash distribution test (attach the required schedule): 3b


5. Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions): 5 10,586.


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)

<table>
<thead>
<tr>
<th></th>
<th>(a) Corpus</th>
<th>(b) Years prior to 2003</th>
<th>(c) 2003</th>
<th>(d) 2004</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Distributable amount for 2004 from Part XI, line 7</td>
<td></td>
<td></td>
<td>176,773</td>
</tr>
<tr>
<td>2</td>
<td>Undistributed income, if any, as of the end of 2003:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>a Enter amount for 2003 only</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>b Total for prior years: 20, 20, 20</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>3</td>
<td>Excess distributions carryover, if any, to 2004:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>a From 1999</td>
<td>9,287</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>b From 2000</td>
<td>4,223</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>c From 2001</td>
<td>3,182</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>d From 2002</td>
<td>19,883</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>e From 2003</td>
<td>24,250</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Total of lines 3a through e</td>
<td></td>
<td></td>
<td>60,825</td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions for 2004 from Part XII, line 4: &gt; $ 255,770.</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>a Applied to 2003, but not more than line 2a</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>b Applied to undistributed income of prior years (Election required — see instructions)</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>c Treated as distributions out of corpus (Election required — see instructions)</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>d Applied to 2004 distributable amount</td>
<td></td>
<td></td>
<td>176,773</td>
</tr>
<tr>
<td></td>
<td>e Remaining amount distributed out of corpus</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>5</td>
<td>Excess distributions carryover applied to 2004. (If an amount appears in column (d), the same amount must be shown in column (a).)</td>
<td></td>
<td></td>
<td>0</td>
</tr>
</tbody>
</table>

6 Enter the net total of each column as indicated below:

|   | (a) Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 139,822 |
|   | 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 2003. Subtract line 4a from line 2a. Taxable amount — see instructions | 0 |
|   | f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005 | 0 |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(C) or 4942(g)(3) (see instructions) | 0 |
| 8 | Excess distributions carryover from 1999 not applied on line 5 or line 7 (see instructions) | 9,287 |
| 9 | Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a | 130,535 |

10 Analysis of line 9:

|   | (a) Excess from 2000 | 4,223 |
|   | b Excess from 2001 | 3,182 |
|   | c Excess from 2002 | 19,883 |
|   | d Excess from 2003 | 24,250 |
|   | e Excess from 2004 | 78,997 |
Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2004, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

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(g)(3)(B)(i).

(3) Largest amount of support from an exempt organization.

(4) Gross investment income.

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

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).)

SEE STATEMENT 10

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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:

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

<table>
<thead>
<tr>
<th>Recipient Name and address (home or business)</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Paid during the year</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SEE STATEMENT 11</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total</th>
<th></th>
<th></th>
<th></th>
<th>245,850</th>
</tr>
</thead>
<tbody>
<tr>
<td>b Approved for future payment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| Total                                        |                                                 |                                |                                 | 3b     |
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>1 Program service revenue:</th>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>(a) Business code</td>
<td>(b) Amount</td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
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<tr>
<td>d</td>
<td></td>
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<td>e</td>
<td></td>
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</tr>
<tr>
<td>f</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Membership dues and assessments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Interest on savings and temporary cash investments</td>
<td>14</td>
<td>27,280.</td>
</tr>
<tr>
<td>4 Dividends and interest from securities</td>
<td>14</td>
<td>77,799.</td>
</tr>
<tr>
<td>5 Net rental income or (loss) from real estate</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Not debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Net rental income or (loss) from personal property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other investment income</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gain or (loss) from sales of assets other than inventory</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Net income or (loss) from special events</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Gross profit or (loss) from sales of inventory</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Other revenue:</td>
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<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
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<tr>
<td>c</td>
<td></td>
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<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
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</tbody>
</table>

12 Subtotal. Add columns (b), (d), and (e).

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

(See worksheet in the instructions for line 13 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 organization's exempt purposes (other than by providing funds for such purposes). (See instructions.)

N/A
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 organization 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

2. 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 organization. If the organization 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.

<table>
<thead>
<tr>
<th>(a) Line no.</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
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</tbody>
</table>

2a. Is the organization 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.

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
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</tbody>
</table>

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: 7/20/09

Preparer's signature: __________________________

Paid Preparer's Use Only
Firm's name (or yours if self-employed), address, and ZIP code: CIBRIN COOPERMAN & COMPANY, LLP 529 FIFTH AVENUE NEW YORK, NY 10017-4667

Preparer's SSN or PTIN (See instructions): EIN □ N/A

Phone no □ (212) 697-1000
Schedule of Contributors
Supplementary Information for line 1 of Form 990, 990-EZ and 990-PF (see instructions)

Name of organization: THE STAINMAN FAMILY FOUNDATION, INC.
Organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

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

Special Rules —
☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)(B)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)
<table>
<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>ARTHUR J. &amp; LOIS K. STAINMAN</td>
<td>$708,212</td>
<td>Person ☑️ Payroll ☐️ Noncash ☑️</td>
</tr>
<tr>
<td></td>
<td>320 EAST 72ND STREET,</td>
<td></td>
<td>(Complete Part II if there is a noncash contribution.)</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY 10021</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
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<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
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<tr>
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<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
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<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
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<tbody>
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<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
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<tbody>
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<table>
<thead>
<tr>
<th>Number</th>
<th>Name, address, and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>No. from Part I</td>
<td>Description of noncash property given</td>
<td>FMV (or estimate) (see instructions)</td>
<td>Date received</td>
</tr>
<tr>
<td>----------------</td>
<td>---------------------------------------</td>
<td>--------------------------------------</td>
<td>--------------</td>
</tr>
<tr>
<td>1</td>
<td>VARIOUS STOCK CONTRIBUTIONS - SEE SCHEDULE ATTACHED</td>
<td>$708,212</td>
<td>VARIOUS</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
</tr>
</thead>
<tbody>
<tr>
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<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
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<tbody>
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</table>

<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Stainman Family Foundation  
Schedule of Stock Contributions  
12-31-04  

The Stainman Family Foundation  
Member Contributions  
Year Ended 12-31-2004  

<table>
<thead>
<tr>
<th>Equity</th>
<th>date</th>
<th>shares</th>
<th>transfer date</th>
<th>stock prices</th>
<th>days Avg.</th>
<th>Gift Value</th>
<th>FMV</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hallwood Inc.</td>
<td>1/21/2004</td>
<td>1500</td>
<td>1/21/2004</td>
<td>29</td>
<td>26.71</td>
<td>27.855</td>
<td>41,782.50</td>
</tr>
<tr>
<td>Stratus PPTYS Inc</td>
<td>10/14/2004</td>
<td>500</td>
<td>10/14/2004</td>
<td>49.19</td>
<td>48.75</td>
<td>48.97</td>
<td>24,485.00</td>
</tr>
<tr>
<td>Pointe Finl Corp</td>
<td>11/1/2004</td>
<td>272</td>
<td>11/1/2004</td>
<td>38.58</td>
<td>38.16</td>
<td>38.37</td>
<td>191,850.00</td>
</tr>
<tr>
<td>BNN INVTS LTD</td>
<td>12/23/2004</td>
<td>4000</td>
<td>12/23/2004</td>
<td>54.67</td>
<td>54.67</td>
<td>54.67</td>
<td>21,868.00</td>
</tr>
</tbody>
</table>

**708,211.74**
<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Purpose of gift</th>
<th>Use of gift</th>
<th>Description of how gift is held</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Transfer of gift**

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of $1,000 or less for the year. Enter this information once – see instructions.
**Form 2220**

**Underpayment of Estimated Tax by Corporations**

- See separate instructions.
- Attach to the corporation's tax return.

---

**THE STAINMAN FAMILY FOUNDATION, INC.**

**Employer Identification number**

13-3980213

**Note:** In most cases, the corporation is not required to file Form 2220 (see Part I below for exceptions) because the IRS will figure any penalty owed and bill the corporation. Even if Form 2220 is not required, the corporation may still use it to figure the penalty. In such a case, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

---

### Part I: Reasons for Filing
- Check the boxes below that apply. If any boxes are checked, and line 6, below, is $500 or more, the corporation must file Form 2220, even if it does not owe a penalty.

1. The corporation is using the adjusted seasonal installment method.

2. The corporation is using the annualized income installment method.

3. The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

---

### Part II: Figuring the Underpayment

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total tax (see instructions)</td>
<td>10,586</td>
</tr>
<tr>
<td>Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4</td>
<td>5a</td>
</tr>
<tr>
<td>Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method</td>
<td>5b</td>
</tr>
<tr>
<td>Credit for Federal tax paid on fuels (see instructions)</td>
<td>5c</td>
</tr>
<tr>
<td>Total, Add lines 5a through 5c</td>
<td>5d</td>
</tr>
<tr>
<td>Subtract line 5d from line 4. If the result is less than $500, do not complete or file this form. The corporation does not owe the penalty.</td>
<td>6</td>
</tr>
<tr>
<td>Enter the tax shown on the corporation's 2003 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8.</td>
<td>7</td>
</tr>
<tr>
<td>Enter the smaller of line 6 or line 7. If the corporation is required to skip line 7, enter the amount from line 6.</td>
<td>8</td>
</tr>
</tbody>
</table>

---

### Installment due dates
- Enter in columns (a) through (d) the 15th day of the 4th (Form 990 - PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.

<table>
<thead>
<tr>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
<th>(e)</th>
</tr>
</thead>
<tbody>
<tr>
<td>9/15/04</td>
<td>6/15/04</td>
<td>9/15/04</td>
<td>10/01/04</td>
<td>12/15/04</td>
</tr>
</tbody>
</table>

**Exception:** If one of your installment due dates is September 15, 2004, see the instructions.

---

### Required installment
- If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 38. If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 24% of line 8 above in each column.

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,030.</td>
</tr>
<tr>
<td>258.</td>
</tr>
<tr>
<td>1,288.</td>
</tr>
</tbody>
</table>

---

### Estimated tax paid or credited for each period
- For column (a) only, enter the amount from line 11 on line 15.

---

### Complete lines 12 through 18 of one column before going to the next column.

<table>
<thead>
<tr>
<th>12</th>
</tr>
</thead>
<tbody>
<tr>
<td>13</td>
</tr>
<tr>
<td>14</td>
</tr>
<tr>
<td>15</td>
</tr>
<tr>
<td>16</td>
</tr>
<tr>
<td>17</td>
</tr>
<tr>
<td>18</td>
</tr>
</tbody>
</table>

---

### Underpayment
- If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18.

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,030.</td>
</tr>
<tr>
<td>258.</td>
</tr>
<tr>
<td>1,288.</td>
</tr>
</tbody>
</table>

---

### Overpayment
- If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,287.</td>
</tr>
<tr>
<td>1,030.</td>
</tr>
<tr>
<td>258.</td>
</tr>
<tr>
<td>1,288.</td>
</tr>
</tbody>
</table>

Go to Part III on page 2 to figure the penalty. Do not go to Part III if there are no entries on line 17 - no penalty is owed.

---

**BAA For Paperwork Reduction Act Notice, see separate instructions.**

Form 2220 (2004)
### Part III: Figuring the Penalty

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
<th>(e)</th>
</tr>
</thead>
<tbody>
<tr>
<td>19</td>
<td>5/15/05</td>
<td>5/15/05</td>
<td>5/15/05</td>
<td>5/15/05</td>
<td>5/15/05</td>
</tr>
<tr>
<td>20</td>
<td>365</td>
<td>334</td>
<td>242</td>
<td>226</td>
<td>151</td>
</tr>
<tr>
<td>21</td>
<td>15</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>8.09</td>
<td>2.64</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>92</td>
<td>92</td>
<td>15</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>12.94</td>
<td>12.94</td>
<td>1.69</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>92</td>
<td>92</td>
<td>92</td>
<td>91</td>
<td>16</td>
</tr>
<tr>
<td>26</td>
<td>16.18</td>
<td>16.18</td>
<td>12.95</td>
<td>3.21</td>
<td>2.82</td>
</tr>
<tr>
<td>27</td>
<td>90</td>
<td>90</td>
<td>90</td>
<td>90</td>
<td>90</td>
</tr>
<tr>
<td>28</td>
<td>15.87</td>
<td>15.87</td>
<td>12.70</td>
<td>3.18</td>
<td>15.88</td>
</tr>
<tr>
<td>29</td>
<td>45</td>
<td>45</td>
<td>45</td>
<td>45</td>
<td>45</td>
</tr>
<tr>
<td>30</td>
<td>9.52</td>
<td>9.52</td>
<td>7.62</td>
<td>1.91</td>
<td>9.53</td>
</tr>
<tr>
<td>31</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>32</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>33</td>
<td></td>
<td></td>
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<td></td>
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<tr>
<td>34</td>
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<td>35</td>
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<td></td>
</tr>
<tr>
<td>36</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>37</td>
<td>62.60</td>
<td>57.15</td>
<td>34.96</td>
<td>8.30</td>
<td>28.23</td>
</tr>
<tr>
<td>38</td>
<td>191</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*For underpayments paid after March 31, 2005: For lines 30, 32, 34, and 36, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.*
### Statement 1
**Form 990-PF, Part I, Line 11**
**Other Income**

**Other Investment Income**

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total</strong></td>
<td>$ -2,589</td>
</tr>
</tbody>
</table>

### Statement 2
**Form 990-PF, Part I, Line 16B**
**Accounting Fees**

<table>
<thead>
<tr>
<th>(A) Expenses Per Books</th>
<th>(B) Net Investment Income</th>
<th>(C) Adjusted Net Income</th>
<th>(D) Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounting and Bookkeeping Fees</td>
<td>$ 14,880.</td>
<td>$ 4,960.</td>
<td>$ 9,920.</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$ 14,880.</td>
<td>$ 4,960.</td>
<td>$ 0.</td>
</tr>
</tbody>
</table>

### Statement 3
**Form 990-PF, Part I, Line 18**
**Taxes**

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Taxes</td>
<td>$ 4,466.</td>
</tr>
<tr>
<td>Foreign Tax Withheld</td>
<td>$ 2,887.</td>
</tr>
<tr>
<td>NYS Taxes</td>
<td>$ 250.</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$ 7,603.</td>
</tr>
</tbody>
</table>

### Statement 4
**Form 990-PF, Part II, Line 10B**
**Investments - Corporate Stocks**

<table>
<thead>
<tr>
<th>Corporate Stocks</th>
<th>Valuation Method</th>
<th>Book Value</th>
<th>Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>8785 SH Aftermarket Technology Corp</td>
<td>MKT VAL</td>
<td>$ 119,472.</td>
<td>$ 141,439.</td>
</tr>
<tr>
<td>2616 SH Avatar Holdings Inc</td>
<td>MKT VAL</td>
<td>$ 64,599.</td>
<td>$ 125,830.</td>
</tr>
<tr>
<td>1040 SH Bay View Capital Corp</td>
<td>MKT VAL</td>
<td>$ 14,779.</td>
<td>$ 15,922.</td>
</tr>
<tr>
<td>5000 SH Brascap Corp</td>
<td>MKT VAL</td>
<td>$ 63,072.</td>
<td>$ 180,107.</td>
</tr>
<tr>
<td>4587 SH Cardinal Financial Corp</td>
<td>MKT VAL</td>
<td>$ 38,111.</td>
<td>$ 51,145.</td>
</tr>
<tr>
<td>3000 SH Cavco Inds Inc</td>
<td>MKT VAL</td>
<td>$ 54,831.</td>
<td>$ 134,850.</td>
</tr>
<tr>
<td>330 SH Champs Entertainment Inc Del</td>
<td>MKT VAL</td>
<td>$ 2,378.</td>
<td>$ 2,586.</td>
</tr>
<tr>
<td>5000 SH Cherokee Inc</td>
<td>MKT VAL</td>
<td>$ 68,550.</td>
<td>$ 176,400.</td>
</tr>
<tr>
<td>7500 SH Chesapeake Energy Corp</td>
<td>MKT VAL</td>
<td>$ 48,107.</td>
<td>$ 123,750.</td>
</tr>
<tr>
<td>2000 SH Walt Disney Company</td>
<td>MKT VAL</td>
<td>$ 34,325.</td>
<td>$ 55,600.</td>
</tr>
<tr>
<td>5900 SH Dundee Bancorp Inc Cl A</td>
<td>MKT VAL</td>
<td>$ 121,567.</td>
<td>$ 133,475.</td>
</tr>
<tr>
<td>24300 SH First City Financial Corp</td>
<td>MKT VAL</td>
<td>$ 69,346.</td>
<td>$ 244,944.</td>
</tr>
<tr>
<td>3000 SH Fraser Papers Inc</td>
<td>MKT VAL</td>
<td>$ 39,490.</td>
<td>$ 38,968.</td>
</tr>
<tr>
<td>625 SH John Q Hammons Hotels</td>
<td>MKT VAL</td>
<td>$ 3,433.</td>
<td>$ 12,656.</td>
</tr>
<tr>
<td>776 SH Homefed Corp</td>
<td>MKT VAL</td>
<td>$ 14,150.</td>
<td>$ 38,800.</td>
</tr>
</tbody>
</table>
### STATEMENT 4 (CONTINUED)

FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<table>
<thead>
<tr>
<th>CORPORATE STOCKS</th>
<th>VALUATION METHOD</th>
<th>BOOK VALUE</th>
<th>FAIR MARKET VALUE</th>
</tr>
</thead>
<tbody>
<tr>
<td>776 SH HOMEFED CORP</td>
<td>MKT VAL</td>
<td>$14,150.</td>
<td>$38,800.</td>
</tr>
<tr>
<td>5000 SH JARDEN CORP</td>
<td>MKT VAL</td>
<td>$21,313.</td>
<td>$217,200.</td>
</tr>
<tr>
<td>5733 SH KATY INDS INC</td>
<td>MKT VAL</td>
<td>$41,406.</td>
<td>$29,697.</td>
</tr>
<tr>
<td>1500 SH LSB CORP</td>
<td>MKT VAL</td>
<td>$11,541.</td>
<td>$27,780.</td>
</tr>
<tr>
<td>2500 SH LEUCADIA NATIONAL CORP</td>
<td>MKT VAL</td>
<td>$93,873.</td>
<td>$173,700.</td>
</tr>
<tr>
<td>10788 SH LIBERTY MEDIA CORP</td>
<td>MKT VAL</td>
<td>$94,581.</td>
<td>$118,452.</td>
</tr>
<tr>
<td>600 SH MARCUS CORP</td>
<td>MKT VAL</td>
<td>$8,558.</td>
<td>$15,084.</td>
</tr>
<tr>
<td>1600 SH MASSMUTUAL CORP INVS</td>
<td>MKT VAL</td>
<td>$38,338.</td>
<td>$45,600.</td>
</tr>
<tr>
<td>15000 SH NORBORD INC</td>
<td>MKT VAL</td>
<td>$118,469.</td>
<td>$155,271.</td>
</tr>
<tr>
<td>6000 SH NORTH FORK BANCORPORATION</td>
<td>MKT VAL</td>
<td>$147,062.</td>
<td>$173,100.</td>
</tr>
<tr>
<td>12000 SH ONEX CORPORATION SUB VTG</td>
<td>MKT VAL</td>
<td>$118,791.</td>
<td>$197,845.</td>
</tr>
<tr>
<td>7500 PACIFIC MERCANTILE BANCORP</td>
<td>MKT VAL</td>
<td>$72,835.</td>
<td>$131,100.</td>
</tr>
<tr>
<td>40000 SH RYAN'S RESTAURANT GROUP INC</td>
<td>MKT VAL</td>
<td>$49,291.</td>
<td>$61,680.</td>
</tr>
<tr>
<td>50000 SH SAFEGUARD SCIENTIFICS INC</td>
<td>MKT VAL</td>
<td>$92,715.</td>
<td>$106,000.</td>
</tr>
<tr>
<td>7500 SH SIX FLAGS INC</td>
<td>MKT VAL</td>
<td>$129,434.</td>
<td>$165,975.</td>
</tr>
<tr>
<td>150 SH VIACOM</td>
<td>MKT VAL</td>
<td>$5,646.</td>
<td>$5,646.</td>
</tr>
<tr>
<td>2500 SH YUM BRANDS INC</td>
<td>MKT VAL</td>
<td>$52,560.</td>
<td>$117,950.</td>
</tr>
<tr>
<td>4100 SH ACADIA REALTY TR</td>
<td>MKT VAL</td>
<td>$32,865.</td>
<td>$66,830.</td>
</tr>
<tr>
<td>133 SH CEDAR SHOPPING CENTERS INC</td>
<td>MKT VAL</td>
<td>$1,418.</td>
<td>$1,902.</td>
</tr>
<tr>
<td>4500 SH GOLF TR AMERICA INC</td>
<td>MKT VAL</td>
<td>$23,093.</td>
<td>$9,675.</td>
</tr>
<tr>
<td>100 SH ONE LIBERTY PROPERTIES INC</td>
<td>MKT VAL</td>
<td>$1,909.</td>
<td>$2,072.</td>
</tr>
<tr>
<td>1053 SH PARKWAY PPTYS INC</td>
<td>MKT VAL</td>
<td>$35,012.</td>
<td>$53,440.</td>
</tr>
<tr>
<td>4500 SH PRIME GROUP RLTY TR</td>
<td>MKT VAL</td>
<td>$41,897.</td>
<td>$28,935.</td>
</tr>
<tr>
<td>1400 SH PRIME GROUP ROYALTY TR PFD</td>
<td>MKT VAL</td>
<td>$22,989.</td>
<td>$34,720.</td>
</tr>
</tbody>
</table>

**TOTAL** $2,057,307.  $3,527,951.

### STATEMENT 5

FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<table>
<thead>
<tr>
<th>CORPORATE BONDS</th>
<th>VALUATION METHOD</th>
<th>BOOK VALUE</th>
<th>FAIR MARKET VALUE</th>
</tr>
</thead>
<tbody>
<tr>
<td>225000 FINOVA GROUP</td>
<td>MKT VAL</td>
<td>$54,147.</td>
<td>$80,483.</td>
</tr>
</tbody>
</table>

**TOTAL** $54,147.  $80,483.

### STATEMENT 6

FORM 990-PF, PART III, LINE 5
OTHER DECREASES

| ADJ. TO FUND BALANCES | | | | $596,766. |
|-----------------------| | | | TOTAL $596,766. |
### 2004 FEDERAL STATEMENTS

THE STAINMAN FAMILY FOUNDATION, INC.

## STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<table>
<thead>
<tr>
<th>ITEM</th>
<th>(A) DESCRIPTION</th>
<th>(B) HOW ACQUIRED</th>
<th>(C) DATE ACQUIRED</th>
<th>(D) DATE SOLD</th>
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### (G) BASIS
### (H) COST (LOSS)
### (I) FMV
### (J) ADJ. BAS.
### (K) EXCESS GAIN
### (L) GAIN (LOSS)

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### STATEMENT 7 (CONTINUED)

**FORM 990-PF, PART IV, LINE 1**  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<table>
<thead>
<tr>
<th>ITEM</th>
<th>(E) GROSS SALES</th>
<th>(F) DEPRE. ALLOWED</th>
<th>(G) COST BASIS</th>
<th>(H) GAIN (LOSS)</th>
<th>(I) 12/31/69 FMV</th>
<th>(J) ADJ. BAS.</th>
<th>(K) EXCESS (I) - (J)</th>
<th>(L) GAIN (LOSS)</th>
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**TOTAL $ 961,393.**

### STATEMENT 8

**FORM 990-PF, PART VII-A, LINE 10**  
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

ARTHUR J. AND LOIS K. STAINMAN  
320 EAST 72ND STREET  
NEW YORK, NY 10021

### STATEMENT 9

**FORM 990-PF, PART VIII, LINE 1**  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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<thead>
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<th>NAME AND ADDRESS</th>
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<th>COMPENSATION</th>
<th>CONTRIBUTION TO EBP &amp; DC</th>
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**TOTAL $0.00 $0.00 $0.00 $0.00**
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<td>GENERAL</td>
<td>1,000.</td>
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<td>FOOD BAND FOR NYC</td>
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<td>FINCA</td>
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<td>ACTORS FUND</td>
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<td>WE CAN</td>
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<td>MOMENTUM PROJECT</td>
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<td>REMEDY</td>
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<td>NYU MEDICAL CENTER</td>
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</tr>
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<td>HARLEM RBI</td>
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<td>GENERAL</td>
<td>1,000.</td>
</tr>
<tr>
<td>JOB PATH</td>
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<td>501C3</td>
<td>GENERAL</td>
<td>500.</td>
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TOTAL $245,850.
Application for Extension of Time to File an Exempt Organization Return

Form 8868
(Rev December 2004)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-1709

File a separate application for each return.

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box □
• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

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

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

Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only □

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/eFile.

Type or print

Name of Exempt Organization

THE STAINMAN FAMILY FOUNDATION, INC.

Employer Identification number

13-3980213

Number, street, and room or suite number. If a P.O. box, see instructions.

C/O ARTHUR J. STAINMAN 320 E 72 ST

City, town or post office. For a foreign address, see instructions

NEW YORK, NY 10021

state ZIP code

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

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

The books are in the care of.

ARTHUR J. STAINMAN

Telephone No. ☐ FAX No. ☐

☐ If the organization does not have an office or place of business in the United States, check this box.

☐ If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) _______. If this is for the whole group, check this box ☑. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a Form 990-T corporation) extension of time until ___/___/___, 20___.

to file the exempt organization return for the organization named above. The extension is for the organization’s return for:

☐ calendar year 20___ or

☐ tax year beginning _______ and ending _______.

2 If this tax year is for less than 12 months, check reason:

☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions _______ $ 15,000.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. include any prior year overpayment allowed as a credit _______ $ 0.

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions _______ $ 15,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 12-2004)

FIFZ0501L 01/07/05