Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

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

A Employer identification number: 13-3980213

B Telephone number (see the instructions)

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ▶ $ 9,827,065.

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 the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	261,450.			
	2 Ck ▶ ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	244,206.	244,206.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	392,704.			
	b Gross sales price for all assets on line 6a 2,979,765.				
	7 Capital gain net income (from Part IV, line 2)		547,754.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-3,504.	-3,504.		
	12 **Total.** Add lines 1 through 11	894,856.	788,456.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	19,641.	17,677.		1,964.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	13,959.	1,085.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	370.			120.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,970.	18,762.		2,084.
	25 Contributions, gifts, grants paid PART XV	449,029.			449,029.
	26 **Total expenses and disbursements.** Add lines 24 and 25	482,999.	18,762.	0.	451,113.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	411,857.			
	b **Net investment income** (if negative, enter -0-)		769,694.		
	c **Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	1,063,419.	296,087.	296,087.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)	200,219.		
	b Investments – corporate stock (attach schedule) STATEMENT 5	4,925,759.	6,299,209.	7,724,664.
	c Investments – corporate bonds (attach schedule) STATEMENT 6	1,326,423.	1,364,130.	1,752,515.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	66,107.	53,799.	53,799.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)	8,582.		
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	7,590,509.	8,013,225.	9,827,065.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,590,509.	8,013,225.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	7,590,509.	8,013,225.	
	31 Total liabilities and net assets/fund balances (see the instructions)	7,590,509.	8,013,225.	

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	7,590,509.
2	Enter amount from Part I, line 27a	2	411,857.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	12,491.
4	Add lines 1, 2, and 3	4	8,014,857.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	1,632.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,013,225.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P		
b	THRU KAISER VENTURES K-1	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DIVIDENDS			
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	2,968,006.		2,431,986.	536,020.
b			25.	-25.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				536,020.
b				-25.
c				11,759.
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	547,754.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	371,201.	8,181,762.	0.045369
2007	367,806.	8,398,966.	0.043792
2006	327,765.	6,448,560.	0.050828
2005	381,324.	5,122,156.	0.074446
2004	245,184.	3,747,176.	0.065432

2	**Total** of line 1, column (d)	2	0.279867
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	0.055973
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,675,952.
5	Multiply line 4 by line 3	5	429,646.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,697.
7	Add lines 5 and 6	7	437,343.
8	Enter qualifying distributions from Part XII, line 4	8	451,113.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	7,697.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,697.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,697.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 26,800.		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	26,800.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	19,103.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 10,000.	**Refunded** ►	11	9,103.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NY			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ARTHUR J. STAINMAN Telephone no ►

Located at ► 320 EAST 72ND STREET, NEW YORK, NY ZIP + 4 ► 10021

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c	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 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR J. STAINMAN 320 EAST 72ND STREET NEW YORK, NY 10021	PRESIDENT 0	0.	0.	0.
LOIS STAINMAN 320 EAST 72ND STREET NEW YORK, NY 10021	V. PRESIDENT 0	0.	0.	0.
EVAN STAINMAN P.O. BOX 1066 WILLISTON, VT 05495	SECRETARY 0	0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Total number of others receiving over $50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	7,535,353.
b	Average of monthly cash balances	1b	257,492.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,792,845.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,792,845.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	116,893.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,675,952.
6	**Minimum investment return.** Enter 5% of line 5	6	383,798.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	383,798.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 7,697.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	7,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	376,101.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	376,101.
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	376,101.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	451,113.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	451,113.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,697.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	443,416.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					376,101.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0.	
b Total for prior years. 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	78,997.				
b From 2005	146,784.				
c From 2006	27,055.				
d From 2007					
e From 2008					
f **Total** of lines 3a through e		252,836.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 451,113.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2009 distributable amount					376,101.
e Remaining amount distributed out of corpus		75,012.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		327,848.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		78,997.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		248,851.			
10 Analysis of line 9					
a Excess from 2005	146,784.				
b Excess from 2006	27,055.				
c Excess from 2007					
d Excess from 2008					
e Excess from 2009	75,012.				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 organization had $5,000 or more in assets at any time during the year – see 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))

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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 11				
Total			► 3a	449,029.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	244,206.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				-3,504.	
8 Gain or (loss) from sales of assets other than inventory			3	392,704.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				633,406.	

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 633,406.

(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 foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► [signature] 11/12/10 ► Pres

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ► Erin Davis	Date 11/10/10	Check if self-employed ► ☐	Preparer's Identifying number (See **Signature** in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ► CITRIN COOPERMAN & COMPANY, LLP		EIN ► N/A	
529 FIFTH AVENUE			
NEW YORK, NY 10017-4683		Phone no ► (212) 697-1000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization
THE STATNMAN FAMILY FOUNDATION, INC.

Employer identification number
13-3980213

Organization type (check one)·

Filers of: **Section:**

Form 990 or 990-EZ
☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF
☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule —

☒ For an organization 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 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions 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 990-EZ, that received from any one contributor, during the year, 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: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE STAINMAN FAMILY FOUNDATION, INC.	13-3980213

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR J. & LOIS K. STAINMAN 320 EAST 72ND STREET, NEW YORK, NY 10021,	$ 261,450.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: THE STAINMAN FAMILY FOUNDATION, INC.

Employer identification number: 13-3980213

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5,000 SH RANGE RESOURCES	$ 261,450.	8/24/09

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE STAINMAN FAMILY FOUNDATION, INC.

Employer identification number
13-3980213

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols **(a)** through **(e)** and the following line entry)

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.) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization THE STAINMAN FAMILY FOUNDATION, INC.	**Employer identification number** 13-3980213
File by the due date for filing your return See instructions	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, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10021	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] 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 corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for·

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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	**3a**	$ 8,500.
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	**3b**	$ 26,800.
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	**3c**	$ 0.

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

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization THE STAINMAN FAMILY FOUNDATION, INC.	**Employer identification number** 13-3980213
File by the extended due date for filing the return See instructions	Number, street, and room or suite number. If a P O box, see instructions CITRIN COOPERMAN & COMPANY, LLP 529 FIFTH AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017-4683	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in 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 is for.

4 I request an additional 3-month extension of time until 11/15 , 20 10

5 For calendar year 2009 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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	8a	$ 8,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 26,800.
c Balance Due. Subtract line 8b from line 8a 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 instrs.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Erin Davis Title ► CPA Date ► 7/28/10

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ -3,504.		
TOTAL	$ -3,504.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND BOOKKEEPING FEES	$ 19,641.	$ 17,677.		$ 1,964.
TOTAL	$ 19,641.	$ 17,677.	$ 0.	$ 1,964.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	$ 12,874.			
FOREIGN TAX WITHHELD	1,085.	$ 1,085.		
TOTAL	$ 13,959.	$ 1,085.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY LAW JOURNAL	$ 120.			$ 120.
NYS FILING FEE	250.			
TOTAL	$ 370.	$ 0.	$ 0.	$ 120.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8785 SH ATC TECHNOLOGY CORP COM	MKT VAL	$ 119,472.	$ 209,522.
12297 SH AVATAR HOLDINGS INC	MKT VAL	397,259.	209,172.
7200 SH CHESAPEAKE ENERGY CORP	MKT VAL	50,981.	186,336.
40200 SH DUNDEE BANCORP INC CL A	MKT VAL	256,619.	462,943.
29295 SH FIRST CITY FINANCIAL CORP	MKT VAL	91,026.	219,127.
12500 SH JARDEN CORP	MKT VAL	102,211.	386,375.
1500 SH LSB CORP	MKT VAL	11,541.	14,625.
15000 SH LEUCADIA NATIONAL CORP	MKT VAL	300,905.	356,850.
3600 SH MASSMUTUAL CORP INVS	MKT VAL	82,483.	90,357.
20000 SH ONEX CORP SUB VTG	MKT VAL	297,815.	448,120.
11566 SH PACIFIC MERCANTILE BANCORP	MKT VAL	117,216.	35,161.
10750 SH BROOKFIELD ASSET MANAGEMENT	MKT VAL	60,659.	238,435.
5000 SH SEMPRA ENERGY	MKT VAL	182,286.	279,900.
10000 SH CBS CORP CLASS A	MKT VAL	268,974.	140,700.
10000 SH IZODIA	MKT VAL	0.	0.
15764 SH LIBERTY MEDIA CORP 2006 CAPITAL	MKT VAL	216,893.	376,444.
35000 SH PRESTIGE BRANDS	MKT VAL	301,813.	275,100.
23250 SH RHJ INTERNATIONAL SA	MKT VAL	299,639.	178,113.
17500 SH SEASPAN CORP	MKT VAL	262,815.	161,698.
200 SH UNITED WESTERN BANCORP INC COM	MKT VAL	3,991.	552.
22285 SH INTERVEST BANCSHARES CORP CL A	MKT VAL	91,953.	73,095.
50000 SH MIRABELA NICKEL	MKT VAL	197,035.	112,388.
1000 SH OLD LINE BANCSHARES INC	MKT VAL	6,432.	6,590.
20000 SH FELDMAN MALL PPTYS	MKT VAL	2,177.	1,900.
15891 SH ACCESS NATIONAL CORP COM	MKT VAL	87,511.	93,757.
11500 SH B&G FOODS CORP	MKT VAL	56,710.	105,570.
45000 SH BREAKWATER RES LTD	MKT VAL	12,966.	17,991.
27500 SH EUROGAS CORP	MKT VAL	9,661.	17,243.
450 SH FFW CORP	MKT VAL	8,784.	4,230.
100 SH LIBERTY AQUISITION HOLDINGS	MKT VAL	802.	967.
4000 SH RANGE RES CORP	MKT VAL	196,459.	199,400.
5000 SH SPIRIT AEROSYSTEMS HLDGS	MKT VAL	98,602.	99,300.
54500 SH TRIMAS CORP	MKT VAL	250,512.	368,965.
MASSMUTUAL CORP INV-UNDISTR CAP GAINS	MKT VAL	348.	348.
25 SH ASTRAZENECA PLC NT	MKT VAL	1,168.	1,174.
4000 SH BAM INVTS CORP COM	MKT VAL	38,380.	38,737.
225 SH CARROLS RESTAURANT GROUP INC COM	MKT VAL	1,504.	1,591.
17525 SH CBS CORP CLASS B	MKT VAL	104,647.	246,226.
5000 SH CHUBB	MKT VAL	209,145.	245,900.
521 SH COMMERCEFIRST BANCORP	MKT VAL	2,689.	3,126.
30000 SH DUNDEE PRECIOUS METALS	MKT VAL	29,025.	102,240.
12500 SH FOREST CITY ENTERPRISES INC	MKT VAL	98,212.	147,250.
9500 SH GREAT PLAINS ENERGY	MKT VAL	137,726.	184,205.
4200 SH L 3 COMMUNICATIONS HLDGS INC COM	MKT VAL	315,963.	365,190.
6500 SH METRO BANCORP INC	MKT VAL	78,000.	81,705.
49675 SH PRIME INFRASTRUCTURE HOLDINGS	MKT VAL	183,375.	98,959.
14097 SH RAND LOGISTICS INC COM	MKT VAL	38,931.	45,815.
22909SH SAFEGUARD SCIENTIFIC INC COM NEW	MKT VAL	201,819.	236,192.
500 SH SEACOR HOLDINGS INC COM	MKT VAL	37,017.	38,125.
8750 SH SOUTHERN NATL BANCORP VA INC COM	MKT VAL	52,500.	62,125.
5000 SH TAMALPAIS	MKT VAL	9,746.	3,900.
3000 SH UNIVEST CORP	MKT VAL	52,500.	52,590.
1000 SH WHITE RIVER CAP	MKT VAL	9,515.	11,240.
5000 SH CAPLEASE INC COM	MKT VAL	16,115.	21,900.
17600 SH COUSINS PPTYS INC	MKT VAL	236,682.	365,200.
	TOTAL	$ 6,299,209.	$ 7,724,664.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
225000 FINOVA GROUP	MKT VAL	$ 28,041.	$ 6,075.
250000 FMG FINACE PTY LD	MKT VAL	190,575.	255,000.
250000 AVATAR HOLDINGS SRNT	MKT VAL	203,250.	239,063.
250000 JARDEN CORP SR SUB NT	MKT VAL	167,860.	249,375.
9000 ELI LILLY CO DEB	MKT VAL	9,727.	10,008.
189000 SAFEGUARD SCIENTIFICS IN	MKT VAL	156,506.	179,078.
200000 TRIMAS CORP SR SUB NT	MKT VAL	121,454.	203,292.
51000 L 3 COMMUNICATIONS	MKT VAL	47,898.	50,936.
15000 LIBERTY MEDIA CORP NEW CAP CO	MKT VAL	14,275.	14,288.
180000 RANGE RES CORP SR SUB NT	MKT VAL	167,900.	185,400.
400000 SIRIUS SATELLITE RADIO INC NT	MKT VAL	232,575.	360,000.
11500SH B&G FOODS INC NEW RSHIP SR SUB N	MKT VAL	24,069.	0.
	TOTAL	$ 1,364,130.	$ 1,752,515.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
10000 SH KAISER VENTURES LLC	MKT VAL	$ 53,799.	$ 53,799.
	TOTAL	$ 53,799.	$ 53,799.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJ. TO FUND BALANCES	$ 212.
NONDIVIDEND DISTRIBUTION	12,279.
TOTAL	$ 12,491.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

PENALTIES	$ 1,632.
TOTAL	$ 1,632.

STATEMENT 10
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

ARTHUR J. STAINMAN
LOIS STAINMAN

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
YORKVILLE PANTRY 8 EAST 109TH STREET NEW YORK, NY 10029	NONE	501C3	GENERAL	$ 15,500.
INTL RESCUE COMM 122 EAST 42 STREET NEW YORK, NY 10168	NONE	501C3	GENERAL	7,500.
CITY HARVEST 575 8TH AVE NEW YORK, NY 10018	NONE	501C3	GENERAL	15,000.
PLANNED PARENTHOOD 26 BLEECKER STREET NEW YORK, NY 10012	NONE	501C3	GENERAL	15,750.
GREENPEACE 702 H STREET, NW WASHINGTON, DC 20001	NONE	501C3	GENERAL	7,500.
METROPOLITAN MUSEUM 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501C3	GENERAL	8,635.
CARE 32 W 39 STREET NEW YORK, NY 10018	NONE	501C3	GENERAL	2,500.
FREEDOM FROM HUNGER 1644 DA VINCI COURT DAVIS, CA 95618	NONE	501C3	GENERAL	750.
FOUNTAIN HOUSE 425 WEST 47TH STREET NEW YORK, NY 10036	NONE	501C3	GENERAL	7,500.
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE	501C3	GENERAL	4,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
D O E FUND 232 EAST 84TH STREET NEW YORK, NY 10028	NONE	501C3	GENERAL	$ 3,500.
OXFAM 226 CAUSEWAY STREET BOSTON, MA 02114	NONE	501C3	GENERAL	1,000.
PEOPLE FOR AMERICAN WAY 2000 M STREET WASHINGTON, DC 20036	NONE	501C3	GENERAL	12,480.
MEALS ON WHEELS 355 LEXINGTON AVE NEW YORK, NY 10017	NONE	501C3	GENERAL	15,000.
AMERICAN JEWISH WORLD SERVICES 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	501C3	GENERAL	10,000.
NY CARES 214 WEST 29TH STREET NEW YORK, NY 10001	NONE	501C3	GENERAL	1,500.
NEIGHBORHOOD COALITION SHELTER 157 EAST 86TH STREET NEW YORK, NY 10028	NONE	501C3	GENERAL	2,500.
NARAL 470 PARK AVE NEW YORK, NY 10016	NONE	501C3	GENERAL	25,000.
PENCIL INC. 30 WEST 26TH STREET NEW YORK, NY 10010	NONE	501C3	GENERAL	1,250.
PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	501C3	GENERAL	3,500.
ABINGDON THEATRE COMPANY 312 W 36TH NEW YORK, NY 10018	NONE	501C3	GENERAL	17,500.
COALITION FOR HOMELESS 129 FULTON STREET NEW YORK, NY 10038	NONE	501C3	GENERAL	2,500.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PARTNERSHIP FOR HOMELESS 305 7TH AVE NEW YORK, NY 10001	NONE	501C3	GENERAL	$ 2,500.
ROUNDABOUT THEATRE COMPANY 231 WEST 39TH STREET NEW YORK, NY 10018	NONE	501C3	GENERAL	2,000.
UNITED NEIGHBORHOOD HOUSES 70 WEST 36TH STREET NEW YORK, NY 10018	NONE	501C3	GENERAL	25,000.
OPEN SPACE INSTITUTE 1350 BROADWAY NEW YORK, NY 10018	NONE	501C3	GENERAL	12,500.
FOOD BANK FOR NYC 39 BROADWAY NEW YORK, NY 10006	NONE	501C3	GENERAL	68,400.
ACTORS FUND 729 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10019	NONE	501C3	GENERAL	1,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	501C3	GENERAL	20,000.
JOB PATH 22 WEST 38TH STREET 11TH FLOOR NEW YORK, NY 10018	NONE	501C3	GENERAL	500.
COUNCIL ON THE ENVIRONMENT 159 SAPSUCKER WOODS ROAD ITHACA, NY 14850	NONE	501C3	GENERAL	3,000.
RIDER UNIVERSITY 2083 LAWRENCEVILLE ROAD LAWRENCEVILLE, NJ 08648	NONE	501C3	GENERAL	45,000.
NATL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE WASHINGTON, DC 20036	NONE	501C3	GENERAL	100.
NY HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK, NY 10024	NONE	501C3	GENERAL	9,400.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MERCY CORP DEPT WEST PO BOX 2669 PORTLAND, OR 97208	NONE	501C3	GENERAL	$ 600.
EAST SIDE HOUSE SETTLEMENT 337 ALEXANDER AVE BRONX, NY 10454	NONE	501C3	GENERAL	1,850.
INTL WOMEN'S HEALTH COALITION 333 SEVENTH AVENUE, 6TH FLOOR NEW YORK, NY 10001	NONE	501C3	GENERAL	2,500.
LINCOLN CENTER THEATER 150 W 65TH STREET NEW YORK, NY 10023	NONE	501C3	GENERAL	1,510.
BAM PETER JAY SHARP BLDING,30 LAFAYETTE BROOKLYN, NY 11217	NONE	501C3	GENERAL	329.
ALLEYS ANIMALS PO BOX 27487 TOWSON, MD 21285	NONE	501C3	GENERAL	500.
VOICE CHARTER SCHOOL 332 BLEECKER STREET #E36 NEW YORK, NY 10014	NONE	501C3	GENERAL	5,000.
UBUNTU ED FUND 32 BROADWAY SUITE 414 NEW YORK, NY 10004	NONE	501C3	GENERAL	1,000.
ST BARTS 109 EAST 50TH ST NEW YORK, NY 10022	NONE	501C3	GENERAL	10,000.
EPISCOPAL DIOCESE OF NY 1047 AMSTERDAM AVE NEW YORK, NY 10025	NONE	501 C3	GENERAL	500.
NATIONAL TRUST 1785 MASS AVE NW WASHINGTON, DC 20036	NONE	501 C3	GENERAL	100.
ROYAL OAK FOUNDATION 35 WEST 35TH STREET, SUITE 1200 NEW YORK, NY 10001	NONE	501 C3	GENERAL	100.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FILM SOCIETY LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501 C3	GENERAL	$ 775.
HOLY APOSTLES SOUP KITCHEN 296 9TH AVE NEW YORK, NY 10001	NONE	501 C3	GENERAL	10,000.
SF AIDS FDN 995 MARKET ST, STE 200 SAN FRANCISCO, CA 94103	NONE	501 C3	GENERAL	2,500.
DR WITHOUT BORDERS 333 7TH AVENUE, 2ND FL NEW YORK, NY 10001	NONE	501 C3	GENERAL	12,500.
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE, 13TH FL NEW YORK, NY 10001	NONE	501 C3	GENERAL	2,500.
PATHFINDER INTERNATIONAL 9 GALEN STREET, SUITE 217 WATERTOWN, MA 02472	NONE	501 C3	GENERAL	500.
WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	NONE	501 C3	GENERAL	25,000.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE	501 C3	GENERAL	500.
BOSCOBEL 1601 ROUTE 9D GARRISON, NY 10524	NONE	501 C3	GENERAL	1,000.
			TOTAL	$ 449,029.