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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE PAINTSTONE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

7373 PRODUCTION DRIVE

Room/suite

City or town, state, and ZIP code

MENTOR OH 44060H 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, col (c),

line 16) **\$ 584,996**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

34-1538822

B Telephone number (see page 10 of 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 ☐**Part I Analysis of Revenue and Expenses** (Thetotal of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received (attach schedule) **32,000**

2 Check ☐ if the foundation is **not** required to attach Sch B

3 Interest on savings and temporary cash investments **5,593**

4 Dividends and interest from securities **10,107**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10 **-46,197**

b Gross sales price for all assets on line 6a **299,134**

7 Capital gain net income (from Part IV, line 2) **0**

8 Net short-term capital gain **0**

9 Income modifications

10a Gross sales less returns & allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule) **STMT 1 447**

12 Total. Add lines 1 through 11 **1,950**

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) **STMT 2 4,000**

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) **STMT 3 363**

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (att. sch) **STMT 4 3,369**

24 Total operating and administrative expenses.
Add lines 13 through 23 **7,732**

25 Contributions, gifts, grants paid **62,000**

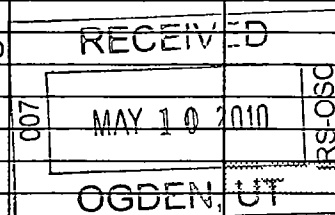
26 Total expenses and disbursements. Add lines 24 and 25 **69,732**

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements **-67,782**

b Net investment income (if negative, enter -0-) **10,853**

c Adjusted net income (if negative, enter -0-) **0**



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	10,002	6,501	6,501
	2 Savings and temporary cash investments	108,691	186,416	186,416
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ 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) STMT 5		25,028	26,392
	b Investments—corporate stock (attach schedule) SEE STMT 6	253,614	157,149	202,923
	c Investments—corporate bonds (attach schedule) SEE STMT 7	120,007	80,008	83,294
	11 Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) SEE STATEMENT 8	75,301	45,639	79,470
	14 Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶ SEE STATEMENT 9)	1,764	856	
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	569,379	501,597	584,996
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	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 ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	569,379	501,597	
	30 Total net assets or fund balances (see page 17 of the instructions)	569,379	501,597	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	569,379	501,597	

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	569,379
2 Enter amount from Part I, line 27a	2	-67,782
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	501,597
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	501,597

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 194,398		193,961	437
b 104,736		151,370	-46,634
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			437
b			-46,634
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-46,197
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	437

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchtable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	57,000	638,584	0.089260
2007	71,000	702,448	0.101075
2006	83,931	686,221	0.122309
2005	70,830	660,774	0.107192
2004	69,379	673,592	0.102999

2 Total of line 1, column (d)	2	0.522835
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	0.104567
4 Enter the net value of nonchtable-use assets for 2009 from Part X, line 5	4	555,507
5 Multiply line 4 by line 3	5	58,088
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	109
7 Add lines 5 and 6	7	58,197
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	62,000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	109
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	109
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	109
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	250
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	250
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	141
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 141 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ NONE (2) On foundation managers \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OH		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JERRIE LEE RISPOLI 7373 PRODUCTION DR. Located at ► MENTOR, OH	Telephone no. ► 440-974-3800 ZIP+4 ► 44060		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ☐		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A ☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870			6b
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?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

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.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	385,489
b	Average of monthly cash balances	1b	178,477
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	563,966
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	563,966
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	8,459
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	555,507
6	Minimum investment return. Enter 5% of line 5	6	27,775

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	27,775
2a	Tax on investment income for 2009 from Part VI, line 5	2a	109
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	109
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,666
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,666
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,666

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	62,000
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	62,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	109
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,891

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				27,666
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	35,941			
b From 2005	38,131			
c From 2006	51,758			
d From 2007	37,127			
e From 2008	25,313			
f Total of lines 3a through e	188,270			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 62,000				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				27,666
e Remaining amount distributed out of corpus	34,334			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	222,604			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	35,941			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	186,663			
10 Analysis of line 9				
a Excess from 2005	38,131			
b Excess from 2006	51,758			
c Excess from 2007	37,127			
d Excess from 2008	25,313			
e Excess from 2009	34,334			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

JOSEPH B. MILGRAM, JR. **\$32,000**

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				62,000
Total				62,000
b Approved for future payment N/A				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	5,593		
4 Dividends and interest from securities			14	10,107		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	-46,197		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b CAPITAL GAIN DISTRIBUTIONS			14	477		
c LIMITED PARTNERSHIP INCOME			14	-583		
d MISC. INCOME			14	553		
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0	-30,050		0
13 Total. Add line 12, columns (b), (d), and (e)				13		-30,050

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1)** Cash
 - (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		

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 _____

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

Check if
self-employed ☐

Check if self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

LIBMAN, GOLDSTINE, KOPPERMAN & WOLF INC.
600 SUPERIOR AVE E STE 925
CLEVELAND, OH 44114

EIN ►

Phone no **216-373-2500**

Form **990-PF** (2009)

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

Employer identification number

THE PAINTSTONE FOUNDATION

34-1538822

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) and 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 its Form 990, or check the box in the heading 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE PAINTSTONE FOUNDATION

Employer identification number

34-1538822**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOSEPH B. MILGRAM, JR. 7373 PRODUCTION DRIVE MENTOR OH 44060	\$ 32,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	\$ 477	477	\$
LIMITED PARTNERSHIP INCOME	-583	-583	
MISC. INCOME	553	553	
TOTAL	\$ 447	\$ 447	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL FEES	\$ 4,000	\$ 2,000	\$	\$
TOTAL	\$ 4,000	\$ 2,000	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL 990PF RETURN OF PRIVATE	\$ 109	\$	\$	\$
FOREIGN TAXES PAID	29			
STATE FILING FEES	225			
TOTAL	\$ 363	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MANAGEMENT FEES	3,294	3,294		
MISC. EXPENSE	75			
TOTAL	<u>3,369</u>	<u>3,294</u>	<u>0</u>	<u>0</u>

Federal Statements

FYE: 12/31/2009

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. TREASURY NOTE	\$	\$ 25,028	COST	\$ 26,392
TOTAL	\$ 0	\$ 25,028		\$ 26,392

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 253,614	\$ 157,149	COST	\$ 202,923
TOTAL	\$ 253,614	\$ 157,149		\$ 202,923

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 120,007	\$ 80,008	COST	\$ 83,294
TOTAL	\$ 120,007	\$ 80,008		\$ 83,294

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LTD PARTNERSHIP INTERESTS	\$ 49,205	\$ 20,056	COST	\$ 30,076
FOREIGN STOCKS	16,941	13,519	COST	27,871
MUTUAL FUNDS	9,155	12,064	COST	21,523
TOTAL	\$ 75,301	\$ 45,639		\$ 79,470

PAINTSTONE FOUNDATION
EIN: 34-1538822

SCHEDULE OF INVESTMENTS
12/31/2009

ATTACHMENT TO AND MADE PART OF FORM 990
PART II - BALANCE SHEET LINE 10 AND LINE 13

COMMON STOCK QTY	SECURITY	DATE ACQUIRED	TOTAL COST
0	AMERICAN CAP STRATEGIES LTD.	2006 2007 2008 2008 2008 2009 2009	-
500	ANNALY CAP MGMT INC	2009	9,774 25
0	AUTOMATIC DATA PROCESSING	2007 2009	-
0	AVERY DENNISON CORP " " " " " " " " "	1994 1996 2000 2009	-
500	CHESAPEAKE ENERGY CORP	2008 2009 2009	7,440 00
0	CHURCH AND DWIGHT INC.	2005 2006 2008 2009	-
0	CISCO SYSTEMS INC. " " " " " " " " " " " " " " " 3 for 2 stock split 2 for 1 stock split 2 for 1 stock split	1997 1997 1997 1997 1997 1997 1998 1999 2000 2001 2008 2009	-
0	CYPRESS SEMICONDUCTOR CORP spin off - received 54 8545 shs of Sunpower Corp	2006 2009	-
150	C S X CORP	2009	6,666 00
0	DOVER CORP	2006 2009	-
350	DOW CHEMICAL CO	2006 2006 2009	8,619 21

QTY	SECURITY	DATE ACQUIRED	TOTAL COST
0	DUKE ENERGY CORPORATION spinoff book value adjustment	2003 2009 2009	-
0	DUKE REALTY CORPORATION	2004 2009	36 34
75	ECOLAB INC.	2006	2,650 07
0	MACY'S INC. 2 for 1 stock split (fka Federated Dept Stores Inc)	2005 2006 2009	-
40	FED EX CORP	2005	4,204 37
150	FIRST POTOMAC REALTY TRUST	2007	2,936 37
700	FIRST TR ISE REVERE NAT GAS INDEX FUND	2008 2009 2009	8,281 00
925	GENERAL ELECTRIC CO.	2005 2007 2008	21,265 75
0	GENZYME STOCK DISTRIBUTION 2 for 1 stock split	1998 1998 1999 2001 2004 2009 2009	-
170	GILEAD SCIENCES INC. 2 for 1 stock split 2 for 1 stock split	2003 2004 2007 2009 2009	2,310 48
0	GOOGLE INC. CLASS A	2009 2009	-
0	HARLEY DAVIDSON INC.	2007 2008 2009	-
150	HEWLETT PACKARD CO.	2009	6,526 27
18	INTUITIVE SURGICAL INC	2009 2009	2,313 42
0	INDIA FD. INC. rights received, expired	2006 2009	-
200	INTEL CORP " " " "	1994 1994 1994	

QTY	SECURITY	DATE ACQUIRED	TOTAL COST
"	"	1995	
"	"	1996	
"	"	1997	
	* DONATED 12/30 BY JSM W/BASIS OF 9,857 10	1997	
	* DONATED 12/23 BY JSM W/BASIS OF 30,780 75	1998	
	2 for 1 stock split	1999	
	2 for 1 stock split	2000	
		2008	
		2009	741 50
100	INTERN'L BUSINESS MACHINES	2005	
		2006	
		2009	8,336 91
		2009	
0	KOREA FD. INC.	2006	
		2009	-
		2009	
25	LINCOLN ELEC HLDGS INC.	2007	1,741 11
0	LOWE'S COS. INC.	2007	
		2007	
		2008	-
		2009	
190	MEDTRONIC, INC.	2000	
		2001	
		2003	
		2006	8,805 95
200	MICROSOFT CORP	2009	5,243 70
750	NEOGEN CORP.	2002	
		2003	
	5 for 4 stock split	2004	
	3 for 2 stock split	2007	
		2009	4,807 83
		2009	
0	NVIDIA CORP	2008	-
		2009	
0	OSIRIS THERAPEUTICS INC	2009	-
		2009	
0	POWERSHARES DYN BLGD	2009	-
		2009	
300	PRINCIPAL FINANCIAL GROUP INC.	2007	
		2008	
		2009	3,422 52
70	PROCTOR & GAMBLE	1995	
	"	1997	
	"	2000	
		2002	
	2 for 1 stock split	2004	
		2009	1,191 11
		2009	

QTY	SECURITY	DATE ACQUIRED	TOTAL COST
0	RAYONIER INC.	2007 2009	31 68
150	RESMED INC.	2006 2006 2007 2009	6,437 76
225	RPM INTERNATIONAL INC	2008 2009	4,540 07
175	SABINE REALTY TR UBI	2004	6,492 50
55	SCHLUMBERGER LTD.	2007 2008	3,846 28
0	SIRONA DENTAL SYSTEMS INC.	2007 2009	-
150	STERICYCLE INC. 2 for 1 stock split	2006 2007 2009 2009	5,037 32
54	SUNPOWER CORP spin off	2008	2,633 23
0	SYMANTEC CORP 2 for 1 stock split 2 for 1 stock split	2002 2003 2004 2009	-
0	TARGET CORPORATION	2006 2009	-
0	THOR INDS INC.	2005 2006 2006 2008 2009	-
200	T J X COS. INC.	2006	5,058 00
50	TRANSOCEAN INC. basis adjustment for New Transocean, Inc	2007 2008 2009	3,437 50
40	VORNADO RLTY TR	2004 2009 2009	2,320 85
0	WALGREEN CO.	2007 2009	-

QTY	SECURITY	DATE ACQUIRED	TOTAL COST
0	WESTERN UNION CO.	2006	-
	** spin off from First Data Corp	2009	-

0	WELLS FARGO & CO. NEW	1998	
		2003	
	2 for 1 stock split	2006	
		2008	
		2009	

157,149.35
=====

FOREIGN STOCK QTY	SECURITY	DATE ACQUIRED	TOTAL COST
----------------------	----------	------------------	---------------

5,047	HONG KONG & CHINA GAS LTD ADR	1993	
	20% stock dividend	1997	
	10% stock dividend	1998	
	10% stock dividend	1999	
	10% stock dividend	2000	
	10% stock dividend	2001	
	10% stock dividend	2002	
	10% stock dividend	2007	
		2008	
		2009	2,498 98
		2009	

165	HUTCHINSON WHAMPOA ADR	1993	
	10% stock dividend	2000	2,347 50

127	HSBC HLDGS PLC	1997	
	mandatory exchange (6 for 1 split)	1999	
		2009	5,664 11
		2009	

0	NOVARTIS AGADR	2005	
		2006	-
		2009	

150	TATA MOTORS LTD. ADR	2007	
		2007	
		2007	3,008 74

13,519.33
=====

MUTUAL FUNDS QTY	SECURITY	DATE ACQUIRED	TOTAL COST
---------------------	----------	------------------	---------------

75	ISHARES MSCI EMERGING MKTS	2005	2,040 25
----	----------------------------	------	----------

50	SPDR GOLD TRUST	2008	2,908 50
----	-----------------	------	----------

500 000	FIRST EAGLE GOLD FUND	2003	
		2003	
		2009	7,114 99
		2009	

QTY	SECURITY	DATE ACQUIRED	TOTAL COST
			12,063.74
			=====

CORPORATE BONDS			
QTY	SECURITY	DATE ACQUIRED	TOTAL COST
10,000	WESTERN ST BK CD 5.000%	2007	10,007 50
	9/14/10		
20,000	LEHMAN BROS. FSB CD 4.950%	2007	20,000 00
	9/26/11		
20,000	LEHMAN BROS. FSB CD 4.950%	2007	20,000 00
	9/26/12		
		2008	
30,000	BANCO POPULAR CD 5.000%	2007	30,000 00
	9/27/10		
0	GMAC BK MIDVALE CD 5.000%	2007	-
	3/26/09	2009	
			80,007.50
			=====

GOVERNMENT BONDS			
QTY	SECURITY	DATE ACQUIRED	TOTAL COST
25,000	US TREASURY NOTES	2009	25,028 31
	1 250% DUE 4/15/14		-
			25,028.31
			=====

PARTNERSHIP INTERESTS			
0	ALLIANCEBERNSTEIN	2008	-
0	ATLAS PIPELINE PARTNERS LP	2007	-
100	BUCKEYE PARTNERS LP	2007	2,968
250	CEDAR FAIR LP	1995/1997	
		2000	2,984
100	ENERGY TRANSFER PTNRS LP	2007	3,946
175	ENTERPRISE PRODUCTS PTNRS LP	2007	2,700
0	K-SEA TRANSPORTATION PARTNER	2006	
		2008	
		2009	
		2009	-
150	MAGELLAN MIDSTREAM PARTNERS	2006	3,754
0	MARKWEST ENERGY PART UTS	2007	
	2 for 1 stock split	2007	-
		2009	
100	PLAINS ALL-AMERICAN PIPELINE LP	2006	
		2007	3,704
			20,056
			=====

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID TAXES	\$ 1,764	\$ 856	\$
TOTAL	\$ 1,764	\$ 856	\$ 0

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOSEPH B. MILGRAM, JR. 7373 PRODUCTION DRIVE MENTOR OH 44060	TRUSTEE	< 1.00	0	0	0
MARGARETTA SC MILGRAM 7373 PRODUCTION DRIVE MENTOR OH 44060	TRUSTEE	0.00	0	0	0
JOHN S. MILGRAM 7373 PRODUCTION DRIVE MENTOR OH 44060	TRUSTEE	0.00	0	0	0
ANDREW MILGRAM 7373 PRODUCTION DRIVE MENTOR OH 44060	TRUSTEE	0.00	0	0	0
THOMAS MILGRAM 7373 PRODUCTION DRIVE MENTOR OH 44060	TRUSTEE	0.00	0	0	0

PAI029 THE PAINTSTONE FOUNDATION

34-1538822

Federal Statements

FYE: 12/31/2009

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
JOSEPH B. MILGRAM, JR.	\$ 32,000
TOTAL	\$ 32,000

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
CITY MISSION		CLEVELAND, OH 44103		HEALTH & WELFARE	2,000
CLEVELAND FOOD BANK		CLEVELAND, OH 44110		HEALTH & WELFARE	4,000
CLEVE MUSIC SETTLEM		CLEVELAND, OH 44115		ARTS & EDUCATION	4,000
FUTURE HEIGHTS		CLEVELAND, OH 44118		HEALTH & WELFARE	2,000
LEAF		CONCORD, OH 44077		HEALTH & WELFARE	2,000
MUSICAL ARTS ASSN		CLEVELAND, OH 44106		HEALTH & WELFARE	2,000
CLEVELAND ART MUSUEM		CLEVELAND, OH 44106		ARTS & EDUCATION	10,000
CARE		CLEVELAND, OH 44115		ARTS & EDUCATION	5,000
DRS WITHOUT BORDERS		CLEVELAND, OH 44106		HEALTH & WELFARE	2,000
OXFAM AMERICA		BOSTON, MA 02111		HEALTH & WELFARE	2,000
POLYTECHNIC UNIV		BROOKLYN, NY 11201		HEALTH & WELFARE	2,000
LAWRENCE SCHOOL		BROADVIEW HTS, OH 44147		EDUCATION	2,000
GREAT LAKES THEATER		CLEVELAND, OH 44115		EDUCATION	2,000
CENTER FOR FAMILIES & CHI		CLEVELAND, OH		ARTS & EDUCATION	2,500
LDA OF CUYAHOGA COUNTY		CLEVELAND, OH 44124		HEALTH & WELFARE	4,000
AMERICAN RED CROSS		CLEVELAND, OH		HEALTH & WELFARE	2,000
SALVATION ARMY -CLEVELAND		CLEVELAND, OH		HEALTH & WELFARE	1,000
WHARTON SCHOOL				HEALTH & WELFARE	1,500
				EDUCATION	2,000
					11

PAI029 THE PAINTSTONE FOUNDATION

34-1538822

FYE: 12/31/2009

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the

Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
LAKELAND FOUNDATION	KIRTLAND, OH 44094			EDUCATION	4,000
JUDSON FOUNDATION	CLEVELAND, OH 44106			HEALTH & WELFARE	2,000
SALVATION ARMY - LAKE CO. CLEVELAND, OH				HEALTH & WELFARE	4,000
TOTAL					<u>62,000</u>

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
INTEREST INCOME, U.S. BANK, VARIOUS PAYERS	\$ 5,593		14	
TOTAL	\$ 5,593			

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
DIVIDEND INCOME, U.S. BANK, VARIOUS PAYERS	\$ 10,107		14	
TOTAL	\$ 10,107			