

Extension Attached

Form **990-PF**

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

OMB No 1545-0052

2004

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2004, or tax year beginning **JUN 1, 2004** and ending **MAY 31, 2005**

G Check all that apply: Initial return Final return Amended return Address change Name change

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

Name of organization: **SOLING FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite: **11051 E PLACITA CUMBIA**

City or town, state, and ZIP code: **TUCSON, AZ 85730**

A Employer identification number: **13-3288798**

B Telephone number: **212-382-0404**

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, col. (c), line 16): **\$ 537,425.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	25,288.		N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	5,284.	5,284.		STATEMENT 1
5a	Gross rents	31,981.	31,981.		STATEMENT 2
b	Net rental income or (loss) <11,211.>				STATEMENT 3
6a	Net gain or (loss) from sale of assets not on line 10	319,126.			
b	Gross sales price for all assets on line 6a 514,612.				
7	Capital gain net income (from Part IV line 2)		319,126.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	381,679.	356,391.		
13	Compensation of officers, directors, trustees etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	17,255.	17,255.		0.
c	Other professional fees				
18	Taxes				
19	Depreciation and depletion	3,656.	3,656.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	42,060.	42,060.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	62,971.	62,971.		0.
25	Contributions, gifts, grants paid	316,375.			316,375.
26	Total expenses and disbursements Add lines 24 and 25	379,346.	62,971.		316,375.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,333.			
b	Net investment income (if negative, enter -0-)		293,420.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

Form **990-PF** (2004)

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	45,317.	26,366.	26,366.
	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	1,167.	1,167.	1,167.
	7 Other notes and loans receivable ▶ 128,127.			
	Less: allowance for doubtful accounts ▶		128,127.	128,127.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	287,792.	182,643.	189,066.
	c Investments - corporate bonds			
11 Investments - land, buildings and equipment basis ▶				
Less accumulated depreciation ▶	3,655.			
12 Investments - mortgage loans				
13 Investments - other STMT 7	192,699.	192,699.	192,699.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	530,630.	531,002.	537,425.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	1,961.	0.	
23 Total liabilities (add lines 17 through 22)	1,961.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	900,989.	900,989.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<372,320.>	<369,987.>		
30 Total net assets or fund balances	528,669.	531,002.		
31 Total liabilities and net assets/fund balances	530,630.	531,002.		

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	528,669.
2 Enter amount from Part I, line 27a	2	2,333.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	531,002.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	531,002.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	514,612.	143,369.	338,855.	319,126.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			319,126.	
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	319,126.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2003	17,970.	516,595.	.0347855
2002	25,357.	494,362.	.0512924
2001	22,617.	423,715.	.0533779
2000	44,391.	392,328.	.1131477
1999	56,170.	489,816.	.1146757
2	Total of line 1, column (d)		2 .3672792
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 .0734558
4	Enter the net value of noncharitable-use assets for 2004 from Part X, line 5		4 516,595.
5	Multiply line 4 by line 3		5 37,947.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,934.
7	Add lines 5 and 6		7 40,881.
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.		8 316,375.

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

Table with 11 rows for excise tax calculations. Line 1: 2,934. Line 2: 0. Line 3: 2,934. Line 4: 0. Line 5: 2,934. Line 6a: 1,827. Line 7: 1,827. Line 8: SEE STATEMENT 8. Line 9: 1,107. Line 10: Refunded. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: N/A. Row 5: No. Row 6: No. Row 7: No. Row 8a: NEW YORK. Row 8b: No. Row 9: No. Row 10: No. Row 11: No. Line 12: CHESTER SOLING, 11051 E. PLACITA CUMBIA, TUCSON AZ, Telephone 212-382-0404, ZIP+4 85730. Line 13: 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.

Table with columns for question descriptions, Yes/No checkboxes, and a Yes/No grid. Rows include questions 1a through 6b regarding disqualifying activities, taxes on failure to distribute income, and excess business holdings.

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHESTER SOLING 11051 E. PLACITA CUMBIA TUCSON, AZ 85730	PRESIDENT 0.25 HOUR	0.	0.	0.
CEVIN SOLING 215 EAST 24TH STREET NEW YORK, NY 10010	SECRETARY 0.25 HOUR	0.	0.	0.

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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

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	
3 All other program-related investments. See instructions.	
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	275,551.
b Average of monthly cash balances	1b	47,617.
c Fair market value of all other assets	1c	201,294.
d Total (add lines 1a, b, and c)	1d	524,462.
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	524,462.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,867.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	516,595.
6 Minimum investment return. Enter 5% of line 5	6	25,830.

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	25,830.
2a Tax on investment income for 2004 from Part VI, line 5	2a	2,934.
2b Income tax for 2004. (This does not include the tax from Part VI.)	2b	
2c Add lines 2a and 2b	2c	2,934.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	22,896.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	22,896.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,896.

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	316,375.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	316,375.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,934.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	313,441.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				22,896.
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2004:				
a From 1999				
b From 2000				
c From 2001	14,099.			
d From 2002	25,357.			
e From 2003	17,970.			
f Total of lines 3a through e	57,426.			
4 Qualifying distributions for 2004 from Part XII, line 4: ▶ \$ 316,375.				
a Applied to 2003, 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)	316,375.			
d Applied to 2004 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))	22,896.			22,896.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	350,905.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1999 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2005 Subtract lines 7 and 8 from line 6a	350,905.			
10 Analysis of line 9:				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002	16,560.			
d Excess from 2003	17,970.			
e Excess from 2004	316,375.			

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 2004, enter the date of the ruling

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

Table with 5 columns: (a) 2004, (b) 2003, (c) 2002, (d) 2001, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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 page 26 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).

NONE b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [X] if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

- 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
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT	NONE		CHARITABLE	316,375.
Total				▶ 3a 316,375.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

SOLING FAMILY FOUNDATION
June 2004 through May 2005

Date	Name	Debit
5000 · CONTRIBUTIONS		
8/17/2004	SYRACUSE	50,000.00
10/11/2004	KUAT-TV	75.00
12/23/2004	BROOKLYN TECH	100 00
12/23/2004	SMITHSONIAN	100.00
12/23/2004	SYRACUSE	100.00
1/20/2005	ELDERHOSTEL	150.00
1/20/2005	SYRACUSE	150,000 00
1/24/2005	ARIZONA OPERA	125.00
1/29/2005	TUCSON MUSEUM	5,000.00
1/31/2005	TUCSON SYMPHONY SOCIETY	5,000 00
1/31/2005	NATIONAL PARKS	125 00
2/16/2005	LIVE THEATRE WORKSHIP	100.00
3/11/2005	SMITHSONIAN	100.00
3/11/2005	KUAT-TU RADIO	100.00
3/11/2005	SYRACUSE	100,000 00
3/23/2005	TUCSON BOTANICAL GARDENS	100 00
4/13/2005	EPILEPSY FOUNDATION	100 00
4/30/2005	SYRACUSE	5,000 00
5/25/2005	TUCSON BOTANICAL GARDENS	100.00
Total 5000 · CONTRIBUTIONS		316,375.00
TOTAL		316,375.00

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5 Net rental income or (loss) from real estate; 6 Net rental income or (loss) from personal property; 7 Other investment income; 8 Gain or (loss) from sales of assets other than inventory; 9 Net income or (loss) from special events; 10 Gross profit or (loss) from sales of inventory; 11 Other revenue; 12 Subtotal; 13 Total.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). Rows include: 4 DIVIDENDS AND INTEREST INCOME FROM ROUTINE INVESTMENTS EXCLUDED BY SECTION 512 (B) (1); 5 RENTAL INCOME THAT DOES NOT DEPEND ON THE INCOME DERIVED BY THE PERSON LEASING THE PROPERTY IS EXCLUDED BY SECTION 512 (B) (3); 8 GAIN ON SALE OF INVESTMENTS THAT ARE EXCLUDED BY SECTION 512(B)(5) AND (16)(A).

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

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (b).

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 area containing: Signature of officer or trustee, Date 13/27/06, Title PRESIDENT, Preparer's signature, Date 3/17/06, Check if self-employed, Preparer's SSN or PTIN 090-48-7183, Firm's name (or yours if self-employed), address, and ZIP code ADELMAN KATZ & MOND LLP, 230 WEST 41ST - SUITE 1500, NEW YORK, NY 10036-4015, EIN 11-2608630, Phone no.

SOLING FAMILY FOUNDATION

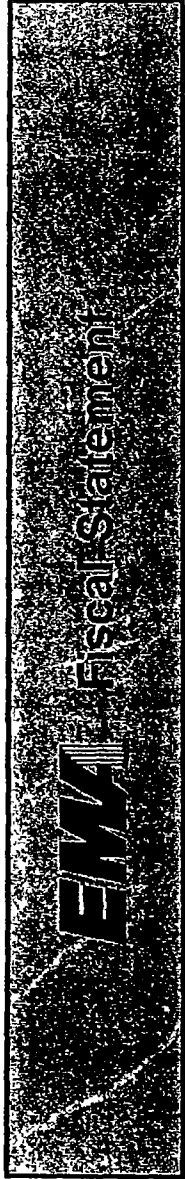
Part IV Capital Gains and Losses for Tax on Investment Income

(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 MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
b APARTMENT	P	12/29/85	05/25/05
c APARTMENT	P	12/29/85	04/01/05
d MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
e MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
f MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
g MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
h GENERAL ELECTRIC	P	04/26/02	08/24/04
i MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
j MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
k MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
l MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
m MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
n MERRILL LYNCH - SEE SCHEDULE	P	VARIOUS	VARIOUS
o			

(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 20,252.		17,332.	2,920.
b 50,000.	87,059.	87,059.	50,000.
c 250,000.	56,310.	56,310.	250,000.
d 12,641.		9,985.	2,656.
e 1,690.		1,192.	498.
f 5,199.		5,677.	<478.>
g 3,390.		2,677.	713.
h 684.		664.	20.
i 4,465.		4,524.	<59.>
j 2,385.		2,209.	176.
k 3,677.		2,835.	842.
l 6,120.		5,112.	1,008.
m 114,425.		105,379.	9,046.
n 39,684.		37,900.	1,784.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,920.
b			50,000.
c			250,000.
d			2,656.
e			498.
f			<478.>
g			713.
h			20.
i			<59.>
j			176.
k			842.
l			1,008.
m			9,046.
n			1,784.
o			

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	319,126.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A



FISCAL YEAR ACTIVITY

Date	Transaction	Description	Quantity	Price	Debit	Credit
12/14/04	Cash Dividend	CASH MONEY FUND				0.11
		Sub Total				32.45
		Net Total				3,248.18
		Other Activity				
07/08/04	Journal Entry	ML CONSULTS FEE 3Q2004			1,169.57	
07/15/04	Cash in Lieu	JRMORGAN CHASE & CO				7.35
08/13/04	Fgn Div Tax	POTASH CORP SASKATCHEWAN			0.75	
10/07/04	Journal Entry	ML CONSULTS FEE 4Q2004			1,148.70	
11/15/04	Fgn Div Tax	POTASH CORP SASKATCHEWAN			0.59	
12/14/04	Cash in Lieu	NEENAH PAPER INC				23.61
12/20/04	Cash in Lieu	FREESCALE SEMICONDUCTOR			1,224.64	4.52
11/10/05	Journal Entry	ML CONSULTS FEE 1Q2005				
11/19/05	Journal Entry	TR FROM 85304152				
12/14/05	Fgn Div Tax	POTASH CORP SASKATCHEWAN			0.59	9,087.24
13/04/05	Journal Entry	TR FROM 85304152				
13/28/05	Ret of Capital	BANK OF N Y CO INC				1,084.88
14/06/05	Certif fee	NOVARTIS ADR			0.10	4.20
14/06/05	Fgn Div Tax	NOVARTIS ADR			6.62	
14/07/05	Journal Entry	ML CONSULTS FEE 2Q2005			1,330.93	
15/13/05	Fgn Div Tax	POTASH CORP SASKATCHEWAN			0.59	
		Net Total			4,883.08	10,211.80

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
12	BAKER HUGHES INC	02/24/04	06/23/04	443.57	438.11	5.46 ST
2	BAKER HUGHES INC	02/24/04	06/24/04	73.02	73.02	0.69 ST
8	BAKER HUGHES INC	02/24/04	06/25/04	292.08	292.08	1.77 ST
1	EXXON MOBIL CORP	02/24/04	06/07/04	42.24	42.24	1.61 ST
19	GENERAL MILLS	02/24/04	06/04/04	868.25	868.25	34.68 ST
9	TRIBUNE CO NEW	02/24/04	06/07/04	457.46	457.46	(19.24) ST
5	WEYERHAEUSER CO	02/24/04	06/07/04	323.05	323.05	(17.74) ST
				2,494.21		7.23

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Merrill Lynch

THE SOLING FAMILY FOUNDATION

EWI Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
6	APPLE COMPUTER INC	02/24/04	01/07/05	396.75	135.00	261.75 ST
3	CITIGROUP INC	05/03/02	01/21/05	149.99	124.05	19.94 LT
12	DISNEY (WALT) CO COM STK	02/24/04	01/21/05	339.49	311.74	27.75 ST
4	DISNEY (WALT) CO COM STK	02/24/04	01/21/05	115.19	103.91	11.28 ST
6	DISNEY (WALT) CO COM STK	02/24/04	01/25/05	27.72	155.87	16.92 ST
7	NORTEL NETWORKS CORP NEW	06/10/04	01/03/05	148.75	166.33	(2.86) ST
42	NORTEL NETWORKS CORP NEW	06/10/04	01/04/05	30.59	15.87	(17.58) ST
9	NORTEL NETWORKS CORP NEW	06/10/04	01/05/05	72.17	35.64	(5.05) ST
21	NORTEL NETWORKS CORP NEW	06/10/04	01/06/05	17.14	83.16	(10.99) ST
5	NORTEL NETWORKS CORP NEW	06/10/04	01/07/05	57.15	19.80	(2.66) ST
17	NORTEL NETWORKS CORP NEW	06/10/04	01/10/05	53.90	67.34	(10.19) ST
16	NORTEL NETWORKS CORP NEW	06/17/04	01/10/05	27.70	63.09	(9.29) ST
79	NORTEL NETWORKS CORP NEW	06/17/04	01/11/05	823.59	311.53	(36.83) ST
22	ST. PAUL TRAVELERS COS	02/24/04	01/03/05	598.58	917.05	(93.46) ST
16	ST. PAUL TRAVELERS COS	03/26/04	01/04/05	37.42	666.95	(68.37) ST
1	ST. PAUL TRAVELERS COS	02/24/04	02/23/05	310.98	68.18	(30.76) ST
10	ALCOA INC	02/24/04	02/14/05	996.68	371.80	(60.82) ST
12	APPLE COMPUTER INC	02/24/04	02/14/05	528.22	270.00	726.68 ST
6	APPLE COMPUTER INC	02/24/04	02/23/05	201.69	135.00	393.22 ST
7	DISNEY (WALT) CO COM STK	02/24/04	02/01/05	320.43	181.85	19.84 ST
8	APPLE COMPUTER INC	02/24/04	03/14/05	724.40	90.00	230.43 LT
17	APPLE COMPUTER INC	02/24/04	03/17/05	215.53	191.25	533.15 LT
5	APPLE COMPUTER INC	02/24/04	03/18/05	133.30	159.27	159.27 LT
9	TERADYNE INC	02/24/04	03/23/05	206.18	56.26	(72.88) LT
15	TARGET CORP	02/03/03	03/09/05	790.75	362.45	362.45 LT
3	TARGET CORP	02/24/04	03/04/05	58.16	428.30	30.68 LT
4	WELLS FARGO & CO NEW DEL	05/31/02	02/24/05	238.36	127.48	29.34 LT
8	WELLS FARGO & CO NEW DEL	05/31/02	02/25/05	478.67	209.52	59.63 LT
34	GAP INC DELAWARE	02/24/04	02/06/05	744.15	419.04	53.61 LT
31	GAP INC DELAWARE	02/24/04	04/07/05	675.52	629.61	45.91 LT
24	GAP INC DELAWARE	02/24/04	04/12/05	523.02	487.44	35.58 LT
9	GAP INC DELAWARE	02/24/04	04/13/05	196.04	182.79	13.25 LT
3	GAP INC DELAWARE	01/20/05	04/13/05	65.35	62.82	2.53 ST
1	GAP INC DELAWARE	03/07/05	04/13/05	21.79	21.87	(0.08) ST
2	GAP INC DELAWARE	03/07/05	04/19/05	43.77	43.77	(1.36) ST
6	TERADYNE INC	02/24/04	03/29/05	87.56	137.46	(49.90) LT
19	TERADYNE INC	02/24/04	03/30/05	219.06	435.30	(156.24) LT
13	TERADYNE INC	01/20/05	03/30/05	190.95	184.82	6.13 ST
9	WACHOVIA CORP NEW	05/17/02	04/22/05	454.52	353.61	100.91 LT
13	E M C CORPORATION MASS	02/25/04	05/05/05	169.04	176.80	(7.76) LT

2503.17

9950.87

1857.04

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Merrill Lynch

THE SOLING FAMILY FOUNDATION

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
3	WEYERHAEUSER CO	02/24/04	06/08/04	193.83	193.83	(10.51) ST
3	WEYERHAEUSER CO	02/24/04	06/09/04	193.83	193.83	(10.50) ST
2	WEYERHAEUSER CO	02/24/04	06/09/04	129.21	129.21	(7.19) ST
5	WEYERHAEUSER CO	02/24/04	06/17/04	323.05	323.05	(18.06) ST
7	WEYERHAEUSER CO	02/24/04	05/18/04	452.28	452.28	(23.78) ST
18	ALCOA INC	02/24/04	07/15/04	550.88	550.88	(74.34) ST
8	EXXON MOBIL CORP COM	02/24/04	08/23/04	355.60	337.92	17.68 ST
10	APPLE COMPUTER INC	02/24/04	08/15/04	310.94	225.00	85.94 ST
9	APPLE COMPUTER INC	02/24/04	08/17/04	282.15	202.50	79.65 ST
2	ARCHER DANIELS MIDLD	02/24/04	08/19/04	32.00	34.02	(2.02) ST
18	ARCHER DANIELS MIDLD	02/24/04	08/19/04	288.12	306.17	(18.05) ST
2	ARCHER DANIELS MIDLD	02/24/04	08/26/04	34.02	34.02	(2.03) ST
5	ILLINOIS TOOL WORKS INC	02/24/04	07/30/04	391.25	391.25	60.49 ST
4	GENERAL MILLS	02/24/04	09/03/04	182.79	182.79	7.32 ST
2	GENERAL MILLS	02/24/04	09/07/04	95.00	91.39	3.61 ST
10	GENERAL MILLS	02/24/04	09/22/04	447.75	456.98	(9.23) ST
10	JPMORGAN CHASE & CO	02/24/04	09/10/04	397.42	400.80	(3.38) ST
14	POTASH CORP SASKATCHEWAN	02/24/04	09/17/04	838.95	569.66	269.29 ST
8	TYCO INTL LTD NEW COM	02/24/04	09/10/04	244.48	223.36	21.12 ST
37	AMR CORP DEL	02/24/04	10/12/04	263.81	540.20	(276.39) ST
16	AMR CORP DEL	02/24/04	10/13/04	117.68	233.60	(115.92) ST
5	APPLE COMPUTER INC	02/24/04	10/13/04	194.99	112.50	82.49 ST
12	APPLE COMPUTER INC	02/24/04	10/30/04	488.83	270.00	198.08 ST
5	APPLE COMPUTER INC	02/24/04	10/30/04	112.50	112.50	126.93 ST
10	APPLE COMPUTER INC	02/24/04	10/22/04	236.43	225.00	249.30 ST
19	COX COMMCTNS INC NEW A	02/24/04	10/18/04	167.08	164.54	2.54 ST
8	NEWMONT MINING CORP	02/24/04	10/19/04	652.87	625.30	27.57 ST
4	VERIZON COMMUNICATNS COM	02/24/04	10/25/04	380.59	352.32	28.21 ST
27	ABBOTT LABS	05/10/02	10/04/04	162.83	159.32	3.51 LT
13	APPLE COMPUTER INC	06/24/02	10/08/04	1,215.64	948.24	267.40 LT
8	BAKER HUGHES INC	02/24/04	11/19/04	718.82	292.50	426.32 ST
5	TYCO INTL LTD NEW COM	02/24/04	11/19/04	344.50	292.08	52.42 ST
22	WACHOVIA CORP NEW	05/17/02	10/03/04	157.28	139.59	17.69 ST
4	AMER INTL GROUP INC	02/24/04	10/22/04	160.62	864.38	296.24 LT
13	APPLE COMPUTER INC	02/24/04	11/26/04	261.82	294.72	(32.90) ST
24	FREESCALE SEMICONDUCTOR	02/24/04	11/03/04	831.33	292.50	549.08 ST
3	FREESCALE SEMICONDUCTOR	12/08/04	12/17/04	231.72	N/A	N/C
8	ILLINOIS TOOL WORKS INC	02/24/04	12/03/04	513.66	626.00	134.66 ST
6	AMER INTL GROUP INC	02/24/04	01/05/05	408.40	442.09	(39.69) ST

12404.67

2360.55

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Merrill Lynch

THE SOLING FAMILY FOUNDATION

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
10	E M C CORPORATION MASS	02/25/04	05/06/05	29.99	136.00	(6.01) LT
35	E M C CORPORATION MASS	02/25/04	05/09/05	459.14	475.99	(16.85) LT
2	E M C CORPORATION MASS	02/25/04	05/10/05	26.19	27.20	(1.01) LT
2	NIKE INC CL B	02/24/04	05/18/05	153.95	148.36	15.59 LT
4	ROHM AND HAAS	02/24/04	05/18/05	35.37	158.17	27.70 LT
1	ROHM AND HAAS	02/24/04	05/19/05	46.54	39.54	7.00 LT
9	ROHM AND HAAS	02/24/04	05/19/05	419.44	355.90	63.54 LT
23	SOLETRON CORP	03/10/04	05/23/05	83.49	128.63	(45.14) LT
6	SOLETRON CORP	03/10/04	05/24/05	21.45	33.56	(12.11) LT
19	SOLETRON CORP	03/11/04	05/24/05	67.94	108.90	(40.96) LT
14	SOLETRON CORP	03/11/04	05/25/05	48.90	80.25	(31.35) LT
8	TYCO INTL LTD NEW COM	02/24/04	05/18/05	232.05	223.36	8.69 LT
4	TYCO INTL LTD NEW COM	02/24/04	05/18/05	116.02	111.68	4.34 LT
17	TARGET CORP COM	02/24/04	05/17/05	854.33	722.39	131.94 LT
6	WACHOVIA CORP NEW	05/17/02	05/12/05	312.75	235.74	77.01 LT
2	WACHOVIA CORP NEW	05/17/02	05/18/05	104.53	78.58	25.95 LT

3272.58
 32892.36
 17640.85
 20251.61
 3064.25
 27314. -
 9981.82
 17332.68
 208.33
 5528.36
 2658.93
 2919.43

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Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance								
Cash & Money Accounts	3,237.77		Sales Income	6,888.89	22,118.21	Purchases	4,471.49	18,025.04
Net Credits & Debits	2,635.00	2,745.37	Funds Received	217.60	949.09	Withdrawals		
			Electronic Trfs			Electronic Trfs		
			Other		.02	Other		2,296.91
Closing Balance								
Cash & Money Accounts	5,872.77		Total Credits	7,106.49	23,067.32	Total Debits	4,471.49	20,321.95

Realized Capital Gain and Loss Summary*

Short-Term	Long-Term	This Statement	Year-to-Date
		497.95	514.87
		(477.83)	835.95

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	ADR	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
110	NOKIA CORP	ADR	04/26/02	06/22/04	1,542.51	1,761.10	(218.59)
15	NOKIA CORP	ADR	04/26/02	06/23/04	210.88	240.15	(29.27)
70	STATE STREET CORP		04/26/02	06/22/04	3,445.88	3,675.85	(229.97)
15	STRYKER CORP		09/18/03	06/21/04	819.59	576.62	242.97
10	STRYKER CORP		09/18/03	06/22/04	543.57	384.41	159.16
6	STRYKER CORP		09/18/03	06/23/04	326.46	230.64	95.82

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield %
5,852	CMA MONEY FUND		1.00	5,852	1.00	5,852			36	.63
	CASH			20		20				



Merrill Lynch

EWING ACCOUNT

CONSULT

Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance								
Cash & Money Accounts	5,872.77		Sales	3,390.45	25,508.66	Purchases	1,561.83	19,566.87
			Income	117.35	1,066.44	Withdrawals		
Net Credits & Debits	794.47	3,539.84	Funds Received			Electronic Tfrs		
			Electronic Tfrs			Other	1,151.50	3,448.41
			Other		.02			
Closing Balance			Total Credits	3,507.80	26,575.12	Total Debits	2,713.33	23,035.28
Cash & Money Accounts	6,667.24							

Realized Capital Gain and Loss Summary

	This Statement	Year-to-Date
Short-Term	0.00	514.87
Long-Term	713.09	1,549.04

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain-or (Loss)
38	INTEL CORP	04/29/03	07/16/04	879.92	722.47	157.45 LT
11	INTEL CORP	07/09/03	07/16/04	254.72	260.65	(5.93) LT
27	3M COMPANY	04/26/02	07/22/04	2,255.81	1,694.24	561.57 LT
				<u>3,390.45</u>	<u>26,777.36</u>	

Current Portfolio

Quantity	Security Description	Date Acquired	Adjust/Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain or (Loss)	Estimated Annual Income	Current Yield %
	CASH			24		24			
6,643	CMA MONEY FUND		1.00	6,643	1.00	6,643		51	.77
	Total Cash and Money Accounts			6,667		6,667		51	.77

Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance Cash & Money Accounts	3,898.42		Sales Income Funds Received Electronic Tfrs Other	4,464.75 246.56	30,657.53 1,430.25	Purchases Withdrawals Electronic Tfrs Other	2,315.07	25,472.13
Net Credits & Debits	2,396.24	3,167.26			.02			3,448.41

Closing Balance Cash & Money Accounts

Total Credits	4,711.31	32,087.80	Total Debits	2,315.07	28,920.54
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Bank Deposit Interest Summary

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield %	Interest on Deposits	Closing Balance
Merrill Lynch Bank USA	797	1,952	1.10	1.81	5,486
Total ML Bank Deposit Program	797			1.81	5,486

Realized Capital Gain and Loss Summary*

Short-Term: .00
Long-Term: (58.95) / 514.87
1,510.61

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
31	MARSH & MCLENNAN COS INC	07/25/02	09/14/04	1,416.43	1,325.18	91.25
5	MARSH & MCLENNAN COS INC	10/31/02	09/14/04	228.45	235.31	(6.86)
10	MARSH & MCLENNAN COS INC	11/01/02	09/14/04	456.91	478.37	(21.46)
10	MARSH & MCLENNAN COS INC	12/02/02	09/14/04	456.92	479.84	(22.92)
6	MARSH & MCLENNAN COS INC	12/03/02	09/14/04	274.16	286.45	(12.29)
45	WALGREEN CO	04/26/02	09/23/04	1,631.88	1,718.55	(86.67)

4464.75
4523.70

Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance								
Cash & Money Accounts	6,294.66		Sales Income	2,384.75	33,042.28	Purchases	1,370.26	26,842.39
Net Credits & Debits	29.35	3,196.61	Funds Received	121.99	1,552.24	Withdrawals		
Closing Balance			Electronic Tfrs			Electronic Tfrs	1,107.13	4,555.54
Cash & Money Accounts	6,324.01		Other		.02	Other		
			Total Credits	2,506.74	34,594.54	Total Debits	2,477.39	31,397.93

Bank Deposit Interest Summary

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield %	Interest on Deposits	Closing Balance
Merrill Lynch Bank USA	5,486	5,117	1.23	0.00	5,282
Total ML Bank Deposit Program	5,486			0.00	5,282

Realized Capital Gain and Loss Summary*

Short-Term	Long-Term	This Statement	Year-to-Date
0.00	175.60	175.60	514.87
			1,686.21

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
12	UNITED PARCEL SVC CL B	07/23/02	10/26/04	929.97	730.10	199.87 LT
5	UNITED PARCEL SVC CL B	08/20/02	10/26/04	387.50	333.35	54.15 LT
30	WALGREEN CO	04/26/02	10/26/04	1,067.28	1,145.70	(78.42) LT
				2384.75	2209.15	

Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance								
Cash & Money Accounts	6,324.01		Sales Income Funds Received Electronic Tfrs Other	3,677.00 118.47	36,719.28 1,670.71	Purchases Withdrawals Electronic Tfrs Other	6,405.94	33,248.3
Net Credits & Debits		586.14						4,555.51
Closing Balance Cash & Money Accounts	3,713.54		Total Credits	3,795.47	38,390.01	Total Debits	6,405.94	37,803.8

Bank Deposit Interest Summary

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield %	Interest on Deposits	Closing Balance
Merrill Lynch Bank USA	5,282	4,507	1.35	10.48	3,712
Total ML Bank Deposit Program	5,282			10.48	3,712

Realized Capital Gain and Loss Summary*

Short-Term	Long-Term	This Statement	Year-to-Date
		.00	514.87
		842.22	2,528.43

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
16	UNITEDHEALTH GROUP INC	10/17/02	11/03/04	1,206.30	781.23	425.07
4	UNITEDHEALTH GROUP INC	10/31/02	11/03/04	301.58	188.57	113.01
10	UNITEDHEALTH GROUP INC	10/31/02	11/04/04	756.96	471.44	285.52
3	UNITEDHEALTH GROUP INC	11/12/02	11/04/04	227.09	133.26	93.83
33	WALGREEN CO	04/26/02	10/27/04	1,185.07	1,260.28	(75.21)

7677.2834.78

Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance Cash & Money Accounts	3,713.54		Sales Income Funds Received Electronic Tfrs Other	6,119.70 861.64	42,838.98 2,532.35	Purchases Withdrawals Electronic Tfrs Other	2,898.85	36,147.18
Net Credits & Debits	4,082.49	4,668.63			.02			4,555.54
Closing Balance Cash & Money Accounts	7,796.03		Total Credits	6,981.34	45,371.35	Total Debits	2,898.85	40,702.72

Bank Deposit Interest Summary

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield %	Interest on Deposits	Closing Balance
Merrill Lynch Bank USA	3,712	7,080	1.59	9.63	7,795
Total ML Bank Deposit Program	3,712			9.63	7,795

Realized Capital Gain and Loss Summary*

Short-Term	This Statement	Year-to-Date
Long-Term	.00	514.87
	1,008.10	3,536.53

*Excludes transactions for which we have insufficient data.

The capital gains and losses shown above may not reflect all transactions which must be reported on your 2004 tax return. These reportable transactions will appear on your January statement.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
25	FIRST DATA CORPORATION	10/31/02	12/01/04	1,038.57	874.90	163.67 LT
15	FIRST DATA CORPORATION	11/01/02	12/01/04	623.14	533.69	89.45 LT
5	FIRST DATA CORPORATION	12/02/02	12/01/04	207.71	178.14	29.57 LT
5	FIRST DATA CORPORATION	12/03/02	12/01/04	207.72	180.16	27.56 LT
5	FIRST DATA CORPORATION	12/03/02	12/02/04	208.46	180.16	28.30 LT
7	FIRST DATA CORPORATION	12/04/02	12/02/04	291.85	251.30	40.55 LT
13	FIRST DATA CORPORATION	06/02/03	12/02/04	542.02	537.58	4.44 LT
5	FIRST DATA CORPORATION	06/02/03	12/03/04	207.41	206.76	.65 LT
7	FIRST DATA CORPORATION	06/02/03	12/06/04	293.58	289.47	4.11 LT
45	ORACLE CORP \$0.01 DEL	04/26/02	12/21/04	620.75	472.05	148.70 LT
20	ORACLE CORP \$0.01 DEL	04/26/02	12/22/04	275.78	209.80	65.98 LT
-20	SYSCO CORPORATION	04/26/02	12/22/04	765.07	570.28	194.79 LT
15	SYSCO CORPORATION	04/26/02	12/23/04	572.12	427.71	144.41 LT
7	SYSCO CORPORATION	04/26/02	12/27/04	265.52	199.60	65.92 LT



Merrill Lynch

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ACCOUNT

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Cash Flow Summary

Activity Summary	This Statement	Year-to-Date	Credits	This Statement	Year-to-Date	Debits	This Statement	Year-to-Date
Opening Balance								
-Cash & Money Accounts	7,796.03		Sales Income	154,109.66	154,109.66	Purchases	1,752.97	1,752.97
			Funds Received	184.98	184.98	Withdrawals	150,000.00	150,000.00
Net Credits & Debits	6,711.15DR	6,711.15DR	Electronic Tfrs			Other	10,233.52	10,233.52
			Other	980.70	980.70	Total Debits	161,986.49	161,986.49
Closing Balance			Total Credits	155,275.34	155,275.34			
Cash & Money Accounts	1,084.88							

Bank Deposit Interest Summary

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield %	Interest on Deposits	Closing Balance
Merrill Lynch Bank USA	7,795	5,038	1.77	7.46	0
Total ML Bank Deposit Program	7,795			7.46	0

Realized Capital Gain and Loss Summary*

	This Statement	Year-to-Date
Short-Term	1,784.17 ✓	1,784.17
Long-Term	9,046.21 ✓	9,046.21

*Excludes transactions for which we have insufficient data.

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
23	AFLAC INC COM	07/25/02	01/13/05	915.70	641.16	274.54
20	AFLAC INC COM	10/16/02	01/13/05	796.26	641.21	155.05
10	AFLAC INC COM	04/29/03	01/13/05	398.13	319.33	78.80
13	AFLAC INC COM	04/30/03	01/13/05	517.58	425.80	91.78
99	AMER INTL GROUP INC	04/26/02	01/13/05	6,584.52	6,821.10	(236.58)
77	AMGEN INC COM PV \$0.0001	04/26/02	01/13/05	4,964.02	4,240.40	723.62
14	AMGEN INC COM PV \$0.0001	03/22/04	01/13/05	902.55	845.71	56.84
15	ANHEUSR BUSCH COS INC	01/30/03	01/13/05	738.27	696.53	41.74

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
13	ANHEUSR. BUSCH COS INC	01/31/03	01/13/05	639.84	611.99	27.85
10	ANHEUSR. BUSCH COS INC	10/08/03	01/13/05	492.18	505.21	(13.03)
7	ANHEUSR. BUSCH COS INC	10/09/03	01/13/05	344.53	357.20	(12.67)
35	ANHEUSR. BUSCH COS INC	02/23/04	01/13/05	1,722.65	1,867.53	(144.88)
78	BANK OF N.Y. CO. INC	09/16/04	01/13/05	2,562.65	2,315.07	247.58
55	BED. BATH. & BEYOND INC	04/26/02	01/13/05	2,247.22	2,018.50	228.72
15	BED. BATH. & BEYOND INC	06/24/04	01/13/05	612.88	560.81	52.07
15	BED. BATH. & BEYOND INC	06/25/04	01/13/05	612.88	573.71	39.17
90	CITIGROUP INC	04/26/02	01/13/05	4,311.75	3,686.68	625.07
36	CITIGROUP INC	04/29/03	01/13/05	1,724.70	1,410.35	314.35
5	CITIGROUP INC	09/09/03	01/13/05	239.54	220.94	18.60
9	CITIGROUP INC	09/10/03	01/13/05	431.18	395.71	35.47
76	CISCO SYSTEMS INC COM	04/26/02	01/13/05	1,437.76	1,076.17	361.59
50	CISCO SYSTEMS INC COM	08/21/02	01/13/05	945.89	749.64	196.25
7	CISCO SYSTEMS INC COM	08/22/02	01/13/05	132.42	105.42	27.00
39	CISCO SYSTEMS INC COM	08/22/03	01/13/05	737.80	743.40	(5.60)
75	CISCO SYSTEMS INC COM	12/22/04	01/13/05	1,418.86	1,448.96	(30.10)
59	COLGATE PALMOLIVE	10/26/02	01/13/05	2,956.98	3,260.94	(303.96)
35	COLGATE PALMOLIVE	10/28/04	01/13/05	1,754.14	1,580.92	173.22
7	COLGATE PALMOLIVE	10/29/04	01/13/05	350.83	313.78	37.05
25	DELL INC	08/20/02	01/13/05	1,016.21	689.37	326.84
28	DELL INC	08/21/02	01/13/05	1,138.16	782.84	355.32
10	DELL INC	12/02/02	01/13/05	406.48	289.67	116.81
11	DELL INC	12/03/02	01/13/05	447.13	317.76	129.37
22	DELL INC	08/22/03	01/13/05	894.27	727.47	166.80
26	DELL INC	03/02/04	01/13/05	1,056.87	866.68	190.19
40	DELL INC	10/26/04	01/13/05	1,625.96	1,370.26	255.70
10	GANNETT CO	08/12/03	01/13/05	817.60	770.25	47.35
9	GANNETT CO	08/13/03	01/13/05	735.84	694.48	41.36
9	GANNETT CO	08/25/03	01/13/05	735.84	699.91	35.93
10	GANNETT CO	11/10/03	01/13/05	817.60	847.75	(30.15)
9	GANNETT CO	11/11/03	01/13/05	735.85	760.58	(24.73)
209	GENERAL ELECTRIC	04/26/02	01/13/05	7,415.07	6,604.40	810.67
24	INTEL CORP	07/09/03	01/13/05	554.62	568.71	(14.09)
35	INTEL CORP	07/10/03	01/13/05	808.82	802.74	6.08
35	INTEL CORP	08/22/03	01/13/05	808.82	988.17	(179.35)
10	INTEL CORP	08/25/03	01/13/05	231.09	272.29	(41.20)
14	INTEL CORP	08/26/03	01/13/05	323.53	376.91	(53.38)
30	INTEL CORP	03/22/04	01/13/05	693.28	785.94	(92.66)
18	INTEL CORP	03/23/04	01/13/05	415.97	473.36	(57.39)
45	INTEL BUSINESS MACHINES	04/26/02	01/13/05	4,267.20	3,834.69	432.51
13	INTEL BUSINESS MACHINES	04/29/03	01/13/05	1,232.75	1,114.91	117.84
66	JOHNSON AND JOHNSON COM	04/26/02	01/13/05	4,141.35	4,226.46	(85.11)
5	JOHNSON AND JOHNSON COM	12/02/02	01/13/05	313.74	273.02	40.72
7	JOHNSON AND JOHNSON COM	12/03/02	01/13/05	439.24	393.12	46.12



Account No. 853-04152



EMA ACCOUNT



Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
10	ELI LILLY & CO	05/03/04	01/13/05	567.88	747.36	(179.48)
10	ELI LILLY & CO	05/04/04	01/13/05	567.88	747.58	(179.70)
11	ELI LILLY & CO	05/05/04	01/13/05	624.66	830.71	(206.05)
10	ELI LILLY & CO	12/21/04	01/13/05	567.88	556.00	11.88
16	ELI LILLY & CO	12/22/04	01/13/05	908.62	893.89	14.73
4	LOWE'S COMPANIES INC	10/21/02	01/13/05	226.95	175.39	51.56
15	LOWE'S COMPANIES INC	12/02/02	01/13/05	851.07	620.82	230.25
22	LOWE'S COMPANIES INC	12/03/02	01/13/05	1,248.24	890.92	357.32
33	LOWE'S COMPANIES INC	06/22/04	01/13/05	1,872.38	1,749.94	122.44
40	MORGAN STANLEY	08/15/03	01/13/05	2,237.92	1,940.19	297.73
6	MORGAN STANLEY	08/18/03	01/13/05	335.68	295.86	39.82
16	MORGAN STANLEY	08/02/04	01/13/05	895.18	784.43	110.75
35	MEDCO HEALTH SOLUTIONS I	01/07/05	01/13/05	1,475.25	1,498.88	(23.63)
6	MEDCO HEALTH SOLUTIONS I	01/11/05	01/13/05	252.90	254.09	(1.19)
45	MBNA CORP	04/26/02	01/12/05	1,245.60	1,066.74	178.86
97	MBNA CORP	04/26/02	01/13/05	2,659.91	2,299.42	360.49
87	MEDTRONIC INC	04/26/02	01/13/05	4,407.26	3,827.14	580.12
5	MEDTRONIC INC	03/02/04	01/13/05	253.29	236.50	16.79
11	MEDTRONIC INC	03/03/04	01/13/05	557.25	523.60	33.65
220	MICROSOFT CORP	04/26/02	01/13/05	5,836.40	5,758.50	77.90
20	OMNICOM GROUP COM	05/11/04	01/13/05	1,718.81	1,599.25	119.56
55	ORACLE CORP \$0.01	04/26/02	01/13/05	748.56	576.95	171.61
70	ORACLE CORP \$0.01	08/27/03	01/13/05	952.72	873.95	78.77
55	ORACLE CORP \$0.01	08/03/04	01/13/05	748.57	582.90	165.67
57	ORACLE CORP \$0.01	08/04/04	01/13/05	775.80	620.43	155.37
82	PEPSICO INC	04/26/02	01/13/05	4,358.72	4,321.41	37.31
185	PFIZER INC DEL PV\$0.05	04/26/02	01/13/05	4,702.53	6,855.95	(2,153.42)
20	PFIZER INC DEL PV\$0.05	11/18/03	01/13/05	508.39	684.19	(175.80)
50	PROCTER GAMBLE	04/26/02	01/13/05	2,783.31	2,261.33	521.98
18	PROCTER GAMBLE	08/16/02	01/13/05	1,002.00	811.72	190.28
12	PROCTER GAMBLE	10/08/03	01/13/05	668.00	568.63	99.37
29	STRYKER CORP	09/18/03	01/13/05	1,415.64	1,114.81	300.83
33	SYSCO CORPORATION	04/26/02	01/13/05	1,213.37	940.98	272.39
5	SYSCO CORPORATION	05/06/02	01/13/05	183.84	143.75	40.09
50	SYSCO CORPORATION	08/26/04	01/13/05	1,838.44	1,582.43	256.01
44	SYSCO CORPORATION	11/01/04	01/13/05	1,617.83	1,452.21	165.62
89	TEXAS INSTRUMENTS	04/26/02	01/13/05	1,988.19	2,710.05	(721.86)
18	TARGET CORP	04/26/02	01/13/05	891.38	792.19	99.19
37	TARGET CORP	06/03/03	01/13/05	1,832.30	1,371.16	461.14
1	3M COMPANY	04/26/02	01/13/05	84.98	62.76	22.22
24	3M COMPANY	07/23/02	01/13/05	2,039.69	1,337.60	702.09
10	3M COMPANY	11/16/04	01/13/05	849.87	818.60	31.27
13	3M COMPANY	11/17/04	01/13/05	1,104.84	1,071.99	32.85
5	UNITED PARCEL SVC CL B	08/21/02	01/04/05	423.70	328.64	95.06
5	UNITED PARCEL SVC CL B	12/02/02	01/04/05	423.70	319.28	104.42



Merrill Lynch

EMMA ACCOUNT

Merrill Lynch
Consultants
Service

Realized Capital Gains and Losses

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sales Price	Cost Basis	Gain or (Loss)
5	UNITED PARCEL SVC CL B	12/03/02	01/04/05	423.71	318.69	105.02
1	UNITED PARCEL SVC CL B	12/03/02	01/05/05	84.14	63.74	20.40
19	UNITED PARCEL SVC CL B	05/14/03	01/05/05	1,598.71	1,181.17	417.54
5	UNITED PARCEL SVC CL B	05/14/03	01/05/05	418.85	310.84	108.01
7	UNITED HEALTH GROUP INC	11/12/02	01/13/05	621.31	310.95	310.36
24	UNITED HEALTH GROUP INC	11/13/02	01/13/05	2,130.23	1,082.59	1,047.64
10	UNITED TECHS CORP COM	03/02/04	01/13/05	1,011.96	908.39	103.57
5	UNITED TECHS CORP COM	03/03/04	01/13/05	505.98	451.02	54.96
3	UNITED TECHS CORP COM	03/04/04	01/13/05	303.60	271.20	32.40
75	WAL-MART STORES INC	04/26/02	01/13/05	4,040.86	4,197.64	(156.78)
25	WAL-MART STORES INC	07/06/04	01/13/05	1,346.95	1,299.75	47.20
5	WAL-MART STORES INC	07/07/04	01/13/05	269.39	282.08	7.31
22	WAL-MART STORES INC	10/27/04	01/13/05	1,185.33	1,168.44	16.89
25	WELLS FARGO & CO NEW DEL	03/10/04	01/13/05	1,519.94	1,464.63	55.31
16	WELLS FARGO & CO NEW DEL	03/11/04	01/13/05	972.77	934.09	38.68
27	WELLS FARGO & CO NEW DEL	06/22/04	01/13/05	1,641.55	1,587.03	54.52

TOTALS 154,109.66 143,279.28

S/T 39,684.32 37,900.15

L/H 114,425.34 105,379.13

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
VARIOUS	5,284.	0.	5,284.		
TOTAL TO FM 990-PF, PART I, LN 4	5,284.	0.	5,284.		

FORM 990-PF		RENTAL INCOME		STATEMENT	2
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME			
BUILDINGS	1	31,981.			
TOTAL TO FORM 990-PF, PART I, LINE 5A		31,981.			

FORM 990-PF		RENTAL EXPENSES		STATEMENT	3
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL		
DEPRECIATION		3,656.			
MANAGEMENT FEES		5,754.			
REPAIRS & MAINTENANCE		4,054.			
CO-OP MAINTENANCE		27,809.			
MISCELLANEOUS		1,919.			
- SUBTOTAL -	1		43,192.		
TOTAL RENTAL EXPENSES			43,192.		
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<11,211.>		

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,255.	17,255.		0.
TO FORM 990-PF, PG 1, LN 16B	17,255.	17,255.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS ATTORNEY GENERAL	100.	100.		0.
INVESTMENT FEES	2,424.	2,424.		0.
MISCELLANEOUS	1,920.	1,920.		0.
CO-OP MAINTENANCE	27,809.	27,809.		0.
MANAGEMENT FEES	5,753.	5,753.		0.
REPAIRS & MAINTENANCE	4,054.	4,054.		0.
TO FORM 990-PF, PG 1, LN 23	42,060.	42,060.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MERRILL LYNCH	162,497.	167,460.	
FIDELITY	20,146.	21,606.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	182,643.	189,066.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN THE SOLING GROUP	192,699.	192,699.
TOTAL TO FORM 990-PF, PART II, LINE 13	192,699.	192,699.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 8

TAX DUE FROM FORM 990-PF, PART VI	1,107.
LATE PAYMENT INTEREST	35.
LATE PAYMENT PENALTY	33.
TOTAL AMOUNT DUE	1,175.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 9

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	10/15/05	1,107.	1,107.	6	33.
DATE FILED	03/25/06		1,107.		
TOTAL LATE PAYMENT PENALTY					33.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 10

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	10/15/05	1,107.	1,107.	.0700	161	35.
DATE FILED	03/25/06		1,142.			
TOTAL LATE PAYMENT INTEREST						35.

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)	(e)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19				
20 Number of days from due date of installment on ln 9 to the date shown on line 19	20				
21 Number of days on line 20 after 4/15/2004 and before 7/1/2004	21				
22 Underpayment on line 17 x Number of days on line 21 x 5% 366	22	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2004 and before 10/1/2004	23				
24 Underpayment on line 17 x Number of days on line 23 x 4% 366	24	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2004 and before 1/1/2005	25				
26 Underpayment on line 17 x Number of days on line 25 x 5% 366	26	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2004 and before 4/1/2005	27				
28 Underpayment on line 17 x Number of days on line 27 x 5% 365	28	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2005 and before 7/1/2005	29				
30 Underpayment on line 17 x Number of days on line 29 x % 365	30	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2005 and before 10/1/2005	31				
32 Underpayment on line 17 x Number of days on line 31 x % 365	32	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2005 and before 1/1/2006	33				
34 Underpayment on line 17 x Number of days on line 33 x % 365	34	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2005 and before 2/16/2006	35				
36 Underpayment on line 17 x Number of days on line 35 x % 365	36	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, & 36	37	\$	\$	\$	\$
38 Penalty. Add columns (a) through (e), of line 37. Enter the total here and on Form 1120; line 33, Form 1120-A, line 29; or the comparable line for other income tax returns	38				\$ 0.

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

Application for Extension of Time to File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

Type or print	Name of Exempt Organization SOLING FAMILY FOUNDATION	Employer identification number 13-3288798
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 11051 E PLACITA CUMBIA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TUCSON, AZ 85730	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **CHESTER SOLING**
 Telephone No. ▶ **212-382-0404** FAX No ▶ _____
- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **JANUARY 17, 2006** to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning **JUN 1, 2004**, and ending **MAY 31, 2005**

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 \$ _____ **0.**

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 \$ _____ **1,827.**

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 \$ _____ **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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form 8868 (Rev. 12-2004)

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box

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 - Must file Original and One Copy.		
Type or print. File by the extended due date for filing the return. See instructions	Name of Exempt Organization SOLING FAMILY FOUNDATION	Employer identification number 13-3288798
	Number, street, and room or suite no. If a P.O. box, see instructions 11051 E PLACITA CUMBIA	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TUCSON, AZ 85730	

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

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

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 the care of **CHESTER SOLING**
Telephone No **212-382-0404** 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 **APRIL 17, 2006**
- 5 For calendar year _____, or other tax year beginning **JUN 1, 2004** and ending **MAY 31, 2005**
- 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

INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN NOT YET RECEIVED FROM 3RD PARTIES

- 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 \$ **2,934.**
- 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 \$ **1,827.**
- 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 instructions \$ **1,107.**

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 _____ Title _____ Date _____

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested
- Other _____

Director _____ By: _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name ADELMAN KATZ & MOND LLP
	Number and street (include suite, room, or apt. no.) or a P.O. box number 230 WEST 41ST - SUITE 1500
	City or town, province or state, and country (including postal or ZIP code) NEW YORK, NY 10036-4015

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