

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

**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

2004 and ending

**G** Check a

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

73072 \*\*AUTO\*\*SCH 5-DIGIT 60608  
 BARRE SEID FOUNDATION I  
 1111 W 35TH ST FL 12 P 7 R  
 CHICAGO IL 60609-1404 B 47 S

|                |                                                                                       |                          |  |
|----------------|---------------------------------------------------------------------------------------|--------------------------|--|
| Address change |                                                                                       | Name change              |  |
| <b>A</b>       | Employer identification number                                                        | 36-3342443               |  |
| <b>B</b>       | Telephone number (see instructions)                                                   | (773) 869-1111           |  |
| <b>C</b>       | If exemption application is pending, check here                                       | <input type="checkbox"/> |  |
| <b>D 1</b>     | Foreign organizations, check here                                                     | <input type="checkbox"/> |  |
| <b>D 2</b>     | Foreign organizations meeting the 85% test, check here and attach computation         | <input type="checkbox"/> |  |
| <b>E</b>       | If private foundation status was terminated under section 507(b)(1)(A), check here    | <input type="checkbox"/> |  |
| <b>F</b>       | If the foundation is in a 60-month termination under section 507(b)(1)(B), check here | <input type="checkbox"/> |  |

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
 \$ 10,684,619.

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

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

|                                                                                | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc, received (att sch)                 | 9,438,000.                         |                           |                         |                                                             |
| <b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B     |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                    | 2,941.                             | 2,941.                    | 2,941.                  |                                                             |
| <b>4</b> Dividends and interest from securities                                | 223,150.                           | 223,150.                  | 223,150.                |                                                             |
| <b>5a</b> Gross rents                                                          |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                           |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain/(loss) from sale of assets not on line 10                   |                                    |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a                           |                                    |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                        |                                    |                           |                         |                                                             |
| <b>8</b> Net short-term capital gain                                           |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                  |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                             |                                    |                           |                         |                                                             |
| <b>b</b> Less: Cost of goods sold                                              |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit/(loss) (att sch)                                         |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                       | 2,000.                             |                           |                         |                                                             |
| MISCELLANEOUS                                                                  |                                    |                           |                         |                                                             |
| <b>12 Total. Add lines 1 through 11</b>                                        | 9,666,091.                         | 226,091.                  | 226,091.                |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc                   |                                    |                           |                         |                                                             |
| <b>14</b> Other employee salaries and wages                                    |                                    |                           |                         |                                                             |
| <b>15</b> Pension plans, employee benefits                                     |                                    |                           |                         |                                                             |
| <b>16a</b> Legal fees (attach schedule)                                        | 709.                               |                           |                         |                                                             |
| <b>b</b> Accounting fees (attach sch)                                          | 900.                               |                           |                         |                                                             |
| <b>c</b> Other prof fees (attach sch)                                          |                                    |                           |                         |                                                             |
| <b>17</b> Interest                                                             |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule) FRANCHISE TAX                                | 20.                                |                           |                         |                                                             |
| <b>19</b> Depreciation (attach schedule) and depletion                         |                                    |                           |                         |                                                             |
| <b>20</b> Occupancy                                                            |                                    |                           |                         |                                                             |
| <b>21</b> Travel, conferences, and meetings                                    |                                    |                           |                         |                                                             |
| <b>22</b> Printing and publications                                            | 29.                                |                           |                         |                                                             |
| <b>23</b> Other expenses (attach schedule) See Line 23 Stmt                    | 4,931.                             | 4,473.                    | 4,473.                  |                                                             |
| <b>24 Total operating and administrative expenses. Add lines 13 through 23</b> | 6,589.                             | 4,473.                    | 4,473.                  |                                                             |
| <b>25</b> Contributions, gifts, grants paid                                    | 1,799,062.                         |                           |                         | 1,799,062.                                                  |
| <b>26 Total expenses and disbursements. Add lines 24 and 25</b>                | 1,805,651.                         | 4,473.                    | 4,473.                  | 1,799,062.                                                  |
| <b>27 Subtract line 26 from line 12:</b>                                       |                                    |                           |                         |                                                             |
| <b>a Excess of revenue over expenses and disbursements</b>                     | 7,860,440.                         |                           |                         |                                                             |
| <b>b Net investment income</b> (if negative, enter -0-)                        |                                    | 221,618.                  |                         |                                                             |
| <b>c Adjusted net income</b> (if negative, enter -0-)                          |                                    |                           | 221,618.                |                                                             |

SCANNED JUL 20 2005

ADMINISTRATIVE OPERATING AND EXPENSES

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| Part II Balance Sheets                                                                           |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                                                  |                                                                                                                               | Beginning of year                                                                                                  | End of year    |                       |
|                                                                                                  |                                                                                                                               | (a) Book Value                                                                                                     | (b) Book Value | (c) Fair Market Value |
| A<br>s<br>s<br>e<br>t<br>s                                                                       | 1 Cash – non-interest-bearing                                                                                                 |                                                                                                                    |                |                       |
|                                                                                                  | 2 Savings and temporary cash investments                                                                                      | 106,967.                                                                                                           | 629,031.       | 629,031.              |
|                                                                                                  | 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 instructions)     |                                                                                                                    |                |                       |
|                                                                                                  | 7 Other notes and loans receivable (attach sch)                                                                               |                                                                                                                    |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts                                                                                         |                                                                                                                    |                |                       |
|                                                                                                  | 8 Inventories for sale or use                                                                                                 |                                                                                                                    |                |                       |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                                                                       |                                                                                                                    |                |                       |
|                                                                                                  | 10a Investments – US and state government obligations (attach schedule)                                                       |                                                                                                                    |                |                       |
|                                                                                                  | b Investments – corporate stock (attach schedule)                                                                             |                                                                                                                    |                |                       |
|                                                                                                  | c Investments – corporate bonds (attach schedule) L-10c Stmt                                                                  | 974,650.                                                                                                           | 8,313,026.     | 10,055,588.           |
|                                                                                                  | 11 Investments – land, buildings, and equipment: basis                                                                        |                                                                                                                    |                |                       |
| Less: accumulated depreciation (attach schedule)                                                 |                                                                                                                               |                                                                                                                    |                |                       |
| 12 Investments – mortgage loans                                                                  |                                                                                                                               |                                                                                                                    |                |                       |
| 13 Investments – other (attach schedule)                                                         |                                                                                                                               |                                                                                                                    |                |                       |
| 14 Land, buildings, and equipment: basis                                                         |                                                                                                                               |                                                                                                                    |                |                       |
| Less: accumulated depreciation (attach schedule)                                                 |                                                                                                                               |                                                                                                                    |                |                       |
| 15 Other assets (describe)                                                                       |                                                                                                                               |                                                                                                                    |                |                       |
| 16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)     | 1,081,617.                                                                                                                    | 8,942,057.                                                                                                         | 10,684,619.    |                       |
| L<br>i<br>a<br>b<br>i<br>l<br>i<br>t<br>i<br>e<br>s                                              | 17 Accounts payable and accrued expenses                                                                                      |                                                                                                                    |                |                       |
|                                                                                                  | 18 Grants payable                                                                                                             |                                                                                                                    |                |                       |
|                                                                                                  | 19 Deferred revenue                                                                                                           |                                                                                                                    |                |                       |
|                                                                                                  | 20 Loans from officers, directors, trustees, & other disqualified persons                                                     |                                                                                                                    |                |                       |
|                                                                                                  | 21 Mortgages and other notes payable (attach schedule)                                                                        |                                                                                                                    |                |                       |
|                                                                                                  | 22 Other liabilities (describe)                                                                                               |                                                                                                                    |                |                       |
|                                                                                                  | 23 Total liabilities (add lines 17 through 22)                                                                                |                                                                                                                    |                |                       |
| N<br>e<br>t<br>A<br>s<br>s<br>e<br>t<br>F<br>u<br>n<br>d<br>B<br>a<br>l<br>a<br>n<br>c<br>e<br>s | Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> |                                                                                                                    |                |                       |
|                                                                                                  | 24 Unrestricted                                                                                                               |                                                                                                                    |                |                       |
|                                                                                                  | 25 Temporarily restricted                                                                                                     |                                                                                                                    |                |                       |
|                                                                                                  | 26 Permanently restricted                                                                                                     |                                                                                                                    |                |                       |
|                                                                                                  | Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>   |                                                                                                                    |                |                       |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                                                           | 1,081,617.                                                                                                         | 8,942,057.     |                       |
|                                                                                                  | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                          |                                                                                                                    |                |                       |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                                                           |                                                                                                                    |                |                       |
| 30 Total net assets or fund balances (see instructions)                                          | 1,081,617.                                                                                                                    | 8,942,057.                                                                                                         |                |                       |
| 31 Total liabilities and net assets/fund balances (see instructions)                             | 1,081,617.                                                                                                                    | 8,942,057.                                                                                                         |                |                       |

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 | 1,081,617. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | 7,860,440. |
| 3 Other increases not included in line 2 (itemize)                                                                                                           | 3 |            |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 8,942,057. |
| 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 | 8,942,057. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) |                                                                                                                     | (b) How acquired<br>P — Purchase<br>D — Donation    | (c) Date acquired<br>(month, day, year)                                                               | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------|
| 1 a                                                                                                                                      |                                                                                                                     |                                                     |                                                                                                       |                                     |
| b                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| c                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| d                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| e                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| (e) Gross sales price                                                                                                                    | (f) Depreciation allowed<br>(or allowable)                                                                          | (g) Cost or other basis<br>plus expense of sale     | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                          |                                     |
| a                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| b                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| c                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| d                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| e                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                              |                                                                                                                     |                                                     | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |                                     |
| (i) Fair Market Value<br>as of 12/31/69                                                                                                  | (j) Adjusted basis<br>as of 12/31/69                                                                                | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |                                     |
| a                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| b                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| c                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| d                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| e                                                                                                                                        |                                                                                                                     |                                                     |                                                                                                       |                                     |
| 2 Capital gain net income or (net capital loss)                                                                                          | [ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 ]                                 |                                                     | 2                                                                                                     |                                     |
| 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 instructions). If (loss), enter -0-<br>in Part I, line 8 ] |                                                     | 3                                                                                                     |                                     |

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

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

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

Was the 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<br>Calendar year (or tax year<br>beginning in)                                                                                                           | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2003                                                                                                                                                                           | 2,448,435.                            | 3,215,896.                                   | 0.761354                                                     |
| 2002                                                                                                                                                                           | 2,897,000.                            | 2,909,906.                                   | 0.995565                                                     |
| 2001                                                                                                                                                                           | 3,034,294.                            | 4,960,247.                                   | 0.611722                                                     |
| 2000                                                                                                                                                                           | 3,716,343.                            | 6,972,747.                                   | 0.532981                                                     |
| 1999                                                                                                                                                                           | 3,352,225.                            | 10,379,390.                                  | 0.322969                                                     |
| 2 Total of line 1, column (d)                                                                                                                                                  |                                       |                                              | 2 3.224591                                                   |
| 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 0.644918                                                   |
| 4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5                                                                                                 |                                       |                                              | 4 3,708,227.                                                 |
| 5 Multiply line 4 by line 3                                                                                                                                                    |                                       |                                              | 5 2,391,502.                                                 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   |                                       |                                              | 6 2,216.                                                     |
| 7 Add lines 5 and 6                                                                                                                                                            |                                       |                                              | 7 2,393,718.                                                 |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         |                                       |                                              | 8 1,799,062.                                                 |

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

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

|                                                                                                                                                                                                                                 |     |        |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions) |     |        |        |
| b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                             |     | 1      | 4,432. |
| c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)                                                                                                    |     |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                      |     | 2      | 0.     |
| 3 Add lines 1 and 2                                                                                                                                                                                                             |     | 3      | 4,432. |
| 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      | 4,432. |
| 6 Credits/Payments                                                                                                                                                                                                              |     |        |        |
| a 2004 estimated tax pmts and 2003 overpayment credited to 2004                                                                                                                                                                 | 6 a | 1,186. |        |
| b Exempt foreign organizations – tax withheld at source                                                                                                                                                                         | 6 b |        |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                           | 6 c | 4,300. |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                       | 6 d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                           | 7   | 5,486. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                  | 8   | 27.    |        |
| 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  | 1,027. |        |
| 11 Enter the amount on line 10 to be: Credited to 2005 estimated tax <input type="checkbox"/> 1,027.   Refunded <input type="checkbox"/>                                                                                        | 11  |        |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                      | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....                                                                                                                                                     |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?                                                                                                                                                                                             |     | X  |
| <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>                                                                                                                                |     |    |
| c Did the organization 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:<br>(1) On the organization ▶ \$ _____ (2) On organization managers. ▶ \$ _____                                                                                                                                                  |     |    |
| e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ _____                                                                                                                                                                               |     |    |
| 2 Has the organization engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                              |     | X  |
| 3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                |     | X  |
| 4 a Did the organization 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?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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 organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                       | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____<br><u>ILLINOIS</u>                                                                                                                                                                                                    |     |    |
| b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>                                                                                                               | X   |    |
| 9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                      |     | X  |
| 10 Did any persons become substantial contributors during the tax year?<br><i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                      | X   |    |
| 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? ...<br>Web site address ▶ <u>n/a</u>                                                                                                                                                                        | X   |    |
| 12 The books are in care of ▶ <u>BLOOMA STARK, ARONBERG GOLDGEHN DAVIS &amp; GARMISA</u> Telephone no ▶ <u>(312) 828-9600</u><br>Located at ▶ <u>1 IBM PLAZA, # 3000, CHICAGO, IL</u> ZIP + 4 ▶ <u>60611</u>                                                                                                                         |     |    |
| 13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>13</u>                                                                                                       |     |    |

**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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|
| <b>1a</b> During the year did the organization (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                              |           |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                   |           |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                           |           |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |           |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                            |           |    |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                        |           |    |
| <b>b</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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>                                                                                                                                                                   | <b>1b</b> |    |
| <b>c</b> Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2004?                                                                                                                                                                                                                                                                                                           | <b>1c</b> | X  |
| <b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                    |           |    |
| <b>a</b> At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If 'Yes,' list the years <input type="checkbox"/> 20__ , 20__ , 20__ , 20__                                                                                                                                                                                              |           |    |
| <b>b</b> Are there any years listed in 2a for which the organization is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)                                                                                                                                                                                   | <b>2b</b> |    |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><input type="checkbox"/> 20__ , 20__ , 20__ , 20__                                                                                                                                                                                                                                                                                                                              |           |    |
| <b>3a</b> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                   |           |    |
| <b>b</b> If 'Yes,' did it have excess business holdings in 2004 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2004.) | <b>3b</b> |    |
| <b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                  | <b>4a</b> | X  |
| <b>b</b> Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2004?                                                                                                                                                                                                                                                                 | <b>4b</b> | X  |
| <b>5a</b> During the year did the organization pay or incur any amount to:                                                                                                                                                                                                                                                                                                                                                                                                                                   |           |    |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                |           |    |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                      |           |    |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                    |           |    |
| <b>b</b> If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>                                                                                                                                                                | <b>5b</b> |    |
| <b>c</b> If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)                                                                                                                                                                                                |           |    |
| <b>6a</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                              |           |    |
| <b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If you answered 'Yes' to 6b, also file Form 8870.                                                                                                                                                                                                                                                               | <b>6b</b> | X  |

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

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

| (a) Name and address               | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------------|----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BARRE SEID<br>CHICAGO, IL          | PRES/TREAS<br>1                                          | 0.                                        | 0.                                                                    | 0.                                    |
| BARBARA LANDIS-SEID<br>CHICAGO, IL | SECY<br>AS REQ'D                                         | 0.                                        | 0.                                                                    | 0.                                    |
| JOAN FRONTCZAK<br>PARK FOREST, IL  | DIRECTOR<br>1                                            | 0.                                        | 0.                                                                    | 0.                                    |
| STEVE BAER<br>RIVERSIDE, IL        | DIRECTOR<br>AS REQ'D                                     | 0.                                        | 0.                                                                    | 0.                                    |

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

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

Total number of other employees paid over \$50,000 .. None

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        | N/A                 | 0.               |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services .. None

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 NONE                                                                                                                                                                                                                                                 | 0.       |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
| 2                                                                                                                | 0.     |
| All other program-related investments. See instructions                                                          |        |
| 3                                                                                                                |        |
| <b>Total.</b> Add lines 1 through 3                                                                              | None   |

**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                                                            | 1 a | 3,492,977. |
| b Average of monthly cash balances                                                                           | 1 b | 271,720.   |
| c Fair market value of all other assets (see instructions)                                                   | 1 c | 0.         |
| d Total (add lines 1a, b and c)                                                                              | 1 d | 3,764,697. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | 1 e |            |
| 2 Acquisition indebtedness applicable to line 1 assets                                                       | 2   | 0.         |
| 3 Subtract line 2 from line 1d                                                                               | 3   | 3,764,697. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4   | 56,470.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4        | 5   | 3,708,227. |
| 6 Minimum investment return. Enter 5% of line 5                                                              | 6   | 185,411.   |

**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   | 185,411. |
| 2a Tax on investment income for 2004 from Part VI, line 5                                           | 2 a | 4,432.   |
| b Income tax for 2004. (This does not include the tax from Part VI)                                 | 2 b |          |
| c Add lines 2a and 2b                                                                               | 2 c | 4,432.   |
| 3 Distributable amount before adjustments Subtract line 2c from line 1                              | 3   | 180,979. |
| 4 Recoveries of amounts treated as qualifying distributions                                         | 4   |          |
| 5 Add lines 3 and 4                                                                                 | 5   | 180,979. |
| 6 Deduction from distributable amount (see instructions)                                            | 6   |          |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7   | 180,979. |

**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                                                                           | 1 a | 1,799,062. |
| b Program-related investments – total from Part IX-B                                                                                                     | 1 b | 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)                                                                                                         | 3 a |            |
| b Cash distribution test (attach the required schedule)                                                                                                  | 3 b |            |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                             | 4   | 1,799,062. |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5   |            |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                         | 6   | 1,799,062. |

**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)<br>Corpus | (b)<br>Years prior to 2003 | (c)<br>2003 | (d)<br>2004 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2004 from Part XI, line 7                                                                                                                       |               |                            |             | 180,979.    |
| 2 Undistributed income, if any, as of the end of 2003:                                                                                                                     |               |                            |             |             |
| a Enter amount for 2003 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years. 20__, 20__, 20__                                                                                                                                  |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2004:                                                                                                                         |               |                            |             |             |
| a From 1999                                                                                                                                                                | 2,855,605.    |                            |             |             |
| b From 2000                                                                                                                                                                | 3,381,374.    |                            |             |             |
| c From 2001                                                                                                                                                                | 2,813,532.    |                            |             |             |
| d From 2002                                                                                                                                                                | 2,756,637.    |                            |             |             |
| e From 2003                                                                                                                                                                | 2,223,876.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 14,031,024.   |                            |             |             |
| 4 Qualifying distributions for 2004 from Part XII, line 4. \$ 1,799,062.                                                                                                   |               |                            |             |             |
| a Applied to 2003, but not more than line 2a                                                                                                                               |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            |               |                            |             |             |
| d Applied to 2004 distributable amount                                                                                                                                     |               |                            |             | 180,979.    |
| e Remaining amount distributed out of corpus                                                                                                                               | 1,618,083.    |                            |             |             |
| 5 Excess distributions carryover applied to 2004 (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                                                                                                                        | 15,649,107.   |                            |             |             |
| 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 |               |                            |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount - see instructions                                                                          |               |                            | 0.          |             |
| f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)                                  |               |                            |             |             |
| 8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see instructions)                                                                              | 2,855,605.    |                            |             |             |
| 9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a                                                                                              | 12,793,502.   |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2000                                                                                                                                                         | 3,381,374.    |                            |             |             |
| b Excess from 2001                                                                                                                                                         | 2,813,532.    |                            |             |             |
| c Excess from 2002                                                                                                                                                         | 2,756,637.    |                            |             |             |
| d Excess from 2003                                                                                                                                                         | 2,223,876.    |                            |             |             |
| e Excess from 2004                                                                                                                                                         | 1,618,083.    |                            |             |             |



**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)

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

| Tax year                                                                                                                                                 | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
|                                                                                                                                                          | (a) 2004      | (b) 2003 | (c) 2002 |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.                                  |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon.                                                                                      |               |          |          |           |
| <b>a</b> 'Assets' alternative test - enter:                                                                                                              |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |               |          |          |           |
| <b>b</b> 'Endowment' alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |               |          |          |           |
| <b>c</b> 'Support' alternative test - enter:                                                                                                             |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |               |          |          |           |
| <b>(4)</b> Gross investment income                                                                                                                       |               |          |          |           |

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
NONE

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

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)               | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount                 |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------------------|
| <p><i>a Paid during the year</i><br/>SEE ATTACHED SCHEDULE</p> | N/A                                                                                                                | PUBLIC                               | UNRESTRICTED                        | 1,799,062.             |
| <b>Total</b>                                                   |                                                                                                                    |                                      |                                     | ▶ <b>3a</b> 1,799,062. |
| <p><i>b Approved for future payment</i><br/>NONE</p>           |                                                                                                                    | N/A                                  | N/A                                 | 0.                     |
| <b>Total</b>                                                   |                                                                                                                    |                                      |                                     | ▶ <b>3b</b> 0.         |





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
**Supplementary Information for**  
**line 1 of Form 990, 990-EZ and 990-PF (see instructions)**

OMB No 1545-0047

**2004**

|                                                      |                                                     |
|------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>BARRE SEID FOUNDATION | <b>Employer identification number</b><br>36-3342443 |
|------------------------------------------------------|-----------------------------------------------------|

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

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

**Special Rules –**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II)

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

Name of organization

Employer identification number

BARRE SEID FOUNDATION

36-3342443

**Part I Contributors** (See Specific Instructions )

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                                | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | BARRE SEID<br>-----<br>1111 W 35TH ST<br>-----<br>CHICAGO IL 60609-1404<br>----- | \$ 9,438,000.<br>-----         | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| -----         | -----                                                                            | \$ -----<br>-----              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| -----         | -----                                                                            | \$ -----<br>-----              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| -----         | -----                                                                            | \$ -----<br>-----              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| -----         | -----                                                                            | \$ -----<br>-----              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| -----         | -----                                                                            | \$ -----<br>-----              | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

**Underpayment of Estimated Tax by Corporations**

**2004**

Department of the Treasury  
Internal Revenue Service

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

|                                      |                                                     |
|--------------------------------------|-----------------------------------------------------|
| Name<br><b>BARRE SEID FOUNDATION</b> | Employer identification number<br><b>36-3342443</b> |
|--------------------------------------|-----------------------------------------------------|

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

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

- 1  The corporation is using the adjusted seasonal installment method
- 2  The corporation is using the annualized income installment method
- 3  The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax

**Part II Figuring the Underpayment**

|                                                                                                                                                                                                                                |            |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------|
| 4 Total tax (see instructions)                                                                                                                                                                                                 | <b>4</b>   | 4,432. |
| 5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4                                                                                                                                          | <b>5 a</b> |        |
| b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method                                                          | <b>5 b</b> |        |
| c Credit for Federal tax paid on fuels (see instructions)                                                                                                                                                                      | <b>5 c</b> |        |
| d Total. Add lines 5a through 5c                                                                                                                                                                                               | <b>5 d</b> |        |
| 6 Subtract line 5d from line 4. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty                                                                           | <b>6</b>   | 4,432. |
| 7 Enter the tax shown on the corporation's 2003 income tax return (see instructions) <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8</b> | <b>7</b>   | 2,214. |
| 8 Enter the <b>smaller</b> of line 6 or line 7. If the corporation is required to skip line 7, enter the amount from line 6                                                                                                    | <b>8</b>   | 2,214. |

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

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

10 **Required installments.** If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 38. If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column.

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

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

12 Enter amount, if any, from line 18 of the preceding column

13 Add lines 11 and 12

14 Add amounts on lines 16 and 17 of the preceding column

15 Subtract line 14 from line 13. If zero or less, enter -0-

16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-

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

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

|           | (a)      | (b)      | (c)      | (d)      | (e)      |
|-----------|----------|----------|----------|----------|----------|
| <b>9</b>  | 05/15/04 | 06/15/04 | 09/15/04 | 10/01/04 | 12/15/04 |
| <b>10</b> | 552.     | 554.     | 443.     | 111.     | 554.     |
| <b>11</b> | 786.     | 400.     |          |          |          |
| <b>12</b> |          | 234.     | 80.      |          |          |
| <b>13</b> |          | 634.     | 80.      |          |          |
| <b>14</b> |          |          | 0.       | 363.     | 474.     |
| <b>15</b> | 786.     | 634.     | 80.      | 0.       | 0.       |
| <b>16</b> |          | 0.       | 0.       | 363.     |          |
| <b>17</b> |          |          | 363.     | 111.     | 554.     |
| <b>18</b> | 234.     | 80.      |          |          |          |

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

**Part III Figuring the Penalty**

|                                                                                                                                                                                                                                | (a)      | (b) | (c) | (d) | (e) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----|-----|-----|-----|
| <b>19</b> 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). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i> | See Stmt |     |     |     |     |
| <b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19                                                                                                                                   |          |     |     |     |     |
| <b>21</b> Number of days on line 20 after 4/15/2004 and before 7/1/2004                                                                                                                                                        |          |     |     |     |     |
| <b>22</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 21}}{366} \times 5\%$                                                                                                                             |          |     |     |     |     |
| <b>23</b> Number of days on line 20 after 6/30/2004 and before 10/1/2004                                                                                                                                                       |          |     |     |     |     |
| <b>24</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 23}}{366} \times 4\%$                                                                                                                             |          |     |     |     |     |
| <b>25</b> Number of days on line 20 after 9/30/2004 and before 1/1/2005                                                                                                                                                        |          |     |     |     |     |
| <b>26</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 25}}{366} \times 5\%$                                                                                                                             |          |     |     |     |     |
| <b>27</b> Number of days on line 20 after 12/31/2004 and before 4/1/2005                                                                                                                                                       |          |     |     |     |     |
| <b>28</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 27}}{365} \times 5\%$                                                                                                                             |          |     |     |     |     |
| <b>29</b> Number of days on line 20 after 3/31/2005 and before 7/1/2005                                                                                                                                                        |          |     |     |     |     |
| <b>30</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 29}}{365} \times 5\%$                                                                                                                             |          |     |     |     |     |
| <b>31</b> Number of days on line 20 after 6/30/2005 and before 10/1/2005                                                                                                                                                       |          |     |     |     |     |
| <b>32</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 31}}{365} \times \text{**}\%$                                                                                                                     |          |     |     |     |     |
| <b>33</b> Number of days on line 20 after 9/30/2005 and before 1/1/2006                                                                                                                                                        |          |     |     |     |     |
| <b>34</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 33}}{365} \times \text{**}\%$                                                                                                                     |          |     |     |     |     |
| <b>35</b> Number of days on line 20 after 12/31/2005 and before 2/16/2006                                                                                                                                                      |          |     |     |     |     |
| <b>36</b> Underpayment on line 17 $\times \frac{\text{Number of days on line 35}}{365} \times \text{**}\%$                                                                                                                     |          |     |     |     |     |
| <b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36                                                                                                                                                                         |          |     |     |     |     |
| <b>38 Penalty.</b> 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                                           |          |     |     |     | 27. |

**\*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](http://www.irs.gov). You can also call 1-800-829-1040 to get interest rate information.





| DATE     | FOR                                | LOCATION              | CONTRIBUTION |
|----------|------------------------------------|-----------------------|--------------|
| 8/1/04   | Anshe Emet                         | Evanston Illinois     | 1,000.00     |
| 11/19/04 | Chamber Opera Chicago              | Chicago, Illinois     | 5,000 00     |
| 3/1/04   | Chicago Child Care Society         | Chicago, Illinois     | 5,000 00     |
| 1/12/04  | Chicago Opera Theater              | Chicago, Illinois     | 2,382.65     |
| 9/1/04   | Chicago Opera Theater              | Chicago, Illinois     | 26,220 83    |
| 6/9/04   | Chicago Symphony Orchestra         | Chicago, Illinois     | 5,000 00     |
| 4/23/04  | Classical Symphony Orchestra       | Chicago, Illinois     | 5,000 00     |
| 2/11/04  | C-Media                            | Washington, D.C.      | 25,000 00    |
| 10/04/04 | Collegiate Network, Inc.           | Wilmington, Delaware  | 10,000 00    |
| 8/5/04   | Competitive Enterprise Institute   | Washington, D.C.      | 25,700 00    |
| 4/16/04  | Contemporary Art Workshop          | Chicago, Illinois     | 5,000 00     |
| 1/23/04  | da Corneto Opera                   | Chicago, Illinois     | 10,000.00    |
| 7/29/04  | da Corneto Opera                   | Chicago, Illinois     | 15,000.00    |
| 4/8/04   | Friends of the Windows             | Chicago, Illinois     | 1,000 00     |
| 10/21/04 | Geo. Mason Univ Fdtn.              | Arlington, Virginia   | 325,000.00   |
| 8/5/04   | Greater Education Opp Fdtn         | Indianapolis, Indiana | 5,900 00     |
| 5/25/04  | Illinois Family Institute          | Chicago, Illinois     | 2,500.00     |
| 1/9/2004 | Illinois Taxpayer Education Fdtn   | Chicago, Illinois     | 10,000.00    |
| 4/16/04  | Illinois Taxpayer Education Fdtn   | Chicago, Illinois     | 10,000 00    |
| 7/26/04  | Illinois Taxpayer Education Fdtn   | Chicago, Illinois     | 10,000.00    |
| 10/19/04 | Illinois Taxpayer Education Fdtn   | Chicago, Illinois     | 10,000 00    |
| 3/8/04   | Intercollegiate Studies Institute  | Wilmington, Delaware  | 10,000 00    |
| 9/29/04  | Juvenile Diabetes Foundation       | Chicago, Illinois     | 500.00       |
| 9/21/04  | Legislative Education Action Drive | Glenview, Illinois    | 500,000.00   |
| 4/22/04  | Leukemia & Symphona Society        | Chicago, Illinois     | 100 00       |
| 3/17/04  | Lincoln Legal Foundation           | Chicago, Illinois     | 50,000.00    |
| 7/1/04   | Lincoln Legal Foundation           | Chicago, Illinois     | 12,500.00    |
| 7/2/04   | Lincoln Legal Foundation           | Chicago, Illinois     | 25,000 00    |
| 6/22/04  | Menotti Lync Theatre Inc.          | New York, New York    | 6,070 00     |
| 7/7/04   | Multiple Myeloma Research          | Seattle, Washington   | 1,000.00     |
| 10/05/04 | Oklahoma Family Policy Council     | Bethany, Oklahoma     | 20,000 00    |
| 5/6/04   | Opera Factory                      | Chicago, Illinois     | 2,000.00     |
| 7/22/04  | Public Service Research Fdtn       | Vienna, West Virginia | 2,500 00     |
| 4/21/04  | Santa Fe Opera                     | Santa Fe, New Mexico  | 10,000 00    |
| 5/4/04   | Society of American Musicians      | Chicago, Illinois     | 1,500 00     |
| 6/15/04  | St. Albert                         | Chicago, Illinois     | 3,500 00     |
| 8/18/04  | St. Damien                         | Chicago, Illinois     | 5,000 00     |
| 8/18/04  | St. Ignatius                       | Chicago, Illinois     | 25,000 00    |
| 8/10/04  | St. Laurence                       | Chicago, Illinois     | 6,500 00     |
| 8/10/04  | St. Xavier                         | Chicago, Illinois     | 8,700 00     |
| 2/26/04  | Tall Grass Arts Assn               | Park Forest, Illinois | 1,000.00     |
| 7/8/04   | The Heartland Institute            | Chicago, Illinois     | 176,788.50   |
| 1/12/04  | The Metropolitan Opera             | New York, New York    | 6,500 00     |
| 11/11/04 | The Palmer R. Chitester Fund       | McKean, Pennsylvania  | 400,000 00   |
| 5/16/04  | The Palmer R. Chitester Fund       | McKean, Pennsylvania  | 10,000.00    |
| 8/1/04   | Visitation Church                  | Elmhurst, Illinois    | 200.00       |
|          |                                    |                       | 1,799,061 98 |

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

| Other expenses:    | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|--------------------|--------------|-------------|-------------|--------------|
| FEDERAL INCOME TAX | 400.         |             |             |              |
| FILING FEES        | 58.          |             |             |              |
| INVESTMENT FEES    | 4,473.       | 4,473.      | 4,473.      |              |

Total 4,931. 4,473. 4,473.

Form 990-PF, Page 1, Part I, Line 16a

**L-16a Stmt**

| Line 16a - Legal Fees:<br>Name of Provider | Type of Service Provided | Amount Paid |
|--------------------------------------------|--------------------------|-------------|
| ARONBERG GOLDGEHN DAVIS & GARMISA          | LEGAL                    | 709.        |

Total 709.

Form 990-PF, Page 1, Part I, Line 16b

**L-16b Stmt**

| Line 16b - Accounting Fees:<br>Name of Provider | Type of Service Provided | Amount Paid |
|-------------------------------------------------|--------------------------|-------------|
| DAVID HAFFT & CO., LTD                          | ACCOUNTING & TAX         | 900.        |

Total 900.

Form 990-PF, Page 2, Part II, Line 10c

**L- 10c Stmt**

| Line 10c - Investments - Corporate Bonds: | End of Year |                   |
|-------------------------------------------|-------------|-------------------|
|                                           | Book Value  | Fair Market Value |
| SEP UNSECURED PARTICIPATION NOTES         | 850,917.    | 2,600,510.        |
| US TREASURY NOTES                         | 7,462,109.  | 7,455,078.        |

Total 8,313,026. 10,055,588.

**Miscellaneous Statement**

|                                     |  |  |
|-------------------------------------|--|--|
| SUBSTANTIAL CONTRIBUTOR             |  |  |
| PART VII-A, LINE 10                 |  |  |
| See Schedule B for name and address |  |  |

Total

## Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/efile).

|                                                                                        |                                                                           |       |                                |  |
|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-------|--------------------------------|--|
| <b>Type or print</b><br>File by the due date for filing your return. See instructions. | Name of Exempt Organization                                               |       | Employer identification number |  |
|                                                                                        | BARRE SEID FOUNDATION                                                     |       | 36-3342443                     |  |
|                                                                                        | Number, street, and room or suite number. If a P.O. box, see instructions |       |                                |  |
|                                                                                        | 1111 W 35TH STREET , #12TH FLR                                            |       |                                |  |
| City, town or post office For a foreign address, see instructions.                     |                                                                           | state | ZIP code                       |  |
| CHICAGO                                                                                |                                                                           | IL    | 60609-1404                     |  |

**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 (section 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 ▶ BARRE SEID -----

Telephone No. ▶ (773) 869-1111 ----- 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 Aug 15, 20 05, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 20 04 or

▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

**3a** If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 4,300.

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

**c Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 4,300.

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

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

Form 8868 (Rev 12-2004)

**RECEIVED**  
INTERNAL REVENUE SERVICE

MAY 13 2005

Morton Grove, IL  
0404133C