

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

2005

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 2005, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization Sandra Atlas Bass & Edythe & Sol G. Atlas Fund, Inc	A Employer identification number 11-6036928
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 185 Great Neck Road	B Telephone number 516 487-9030
	City or town, state, and ZIP code Great Neck, NY 11021	C If exemption application is pending, 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, col. (c), line 16) **\$ 4021705.**
 J Accounting method: Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	524480.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	105.	105.		Statement 2
	4 Dividends and interest from securities	305676.	305676.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-154233.			Statement 1
	b Gross sales price for all assets on line 6a	5307060.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	676028.	305781.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5000.	3250.		1750.
	c Other professional fees				
	17 Interest				
	18 Taxes	2993.	2993.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	250.	250.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	8243.	6493.		1750.	
25 Contributions, gifts, grants paid	4150800.			4150800.	
26 Total expenses and disbursements. Add lines 24 and 25	4159043.	6493.		4152550.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3483015.				
b Net investment income (if negative, enter -0-)		299288.			
c Adjusted net income (if negative, enter -0-)			N/A		

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

Form **990-PF** (2005)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		249651.	55641.	55641.
	2	Savings and temporary cash investments		8896.	8001.	8001.
	3	Accounts receivable	969584.			
		Less: allowance for doubtful accounts		445104.	969584.	969584.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		7321.	3509.	3509.
	10a	Investments - U.S. and state government obligations	Stmt 8	3951584.	2891529.	2891529.
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	Stmt 9	2801196.	30925.	30925.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)	Statement 10)	0.	62516.	62516.	
16	Total assets (to be completed by all filers)		7463752.	4021705.	4021705.	
Liabilities	17	Accounts payable and accrued expenses		5000.	5000.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		5000.	5000.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		7458752.	4016705.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		7458752.	4016705.		
31	Total liabilities and net assets/fund balances		7463752.	4021705.		

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	7458752.
2	Enter amount from Part I, line 27a	2	-3483015.
3	Other increases not included in line 2 (itemize)	3	40968.
4	Add lines 1, 2, and 3	4	4016705.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4016705.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 5307060.		5461293.	-154233.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-154233.	
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-154233.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2004	4041726.	8406825.	.480767
2003	3331800.	10454916.	.318683
2002	3479854.	13105836.	.265519
2001	2074272.	13217004.	.156940
2000	2847964.	7073794.	.402608
2 Total of line 1, column (d)			1.624517
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			.324903
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5			5847241.
5 Multiply line 4 by line 3			1899786.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2993.
7 Add lines 5 and 6			1902779.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			4152550.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2993.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2993.
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	2993.
6	Credits/Payments:		
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	8000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5007.
11	Enter the amount of line 10 to be: Credited to 2006 estimated tax <input checked="" type="checkbox"/> 5007. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		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>		
1c		X
d		
Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization. ▶ \$ <u>0.</u> (2) On organization managers. ▶ \$ <u>0.</u>		
e		
Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ <u>0.</u>		
2		X
<i>If "Yes," attach a detailed description of the activities.</i>		
3		X
4a		X
4b		N/A
5		X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	X	
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	X	
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
8a		
Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>NY</u>		
8b	X	
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 <i>General Instruction G</i> ? If "No," attach explanation		
9		X
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 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		
11	X	
Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ <u>990Pf.org</u>		
12		
The books are in care of ▶ <u>Lincoln Page</u> Telephone no. ▶ <u>516 487-9030</u> Located at ▶ <u>185 Great Neck Road, Great Neck, Ny</u> ZIP+4 ▶ <u>11021</u>		
13		
Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>N/A</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.

- 1a During the year did the organization (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here

c 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 2005?

2 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)):

a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? If "Yes," list the years

b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

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

3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

b If "Yes," did it have excess business holdings in 2005 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 2005.)

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

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 2005?

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

c 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.

Table with 3 columns: Question ID, Yes, No. Rows include 1b, 1c, 2b, 3b, 4a, 4b, 5b, 6b.

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sandra Atlas Bass 47 Deer Park Lane Great Neck, NY 11024	President 0.00	0.	0.	0.
Morton Bass 47 Deer Park Lane Great Neck, NY 11024	Vice President 0.00	0.	0.	0.
Robert Zabelle 3840 Prairie Dunes Dr Sarasota, FL 34238	Secretary 0.00	0.	0.	0.
Lincoln Page 185 Great Neck Road Great Neck, NY 11021	Treasurer 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4773269.
b Average of monthly cash balances	1b	418999.
c Fair market value of all other assets	1c	744017.
d Total (add lines 1a, b, and c)	1d	5936285.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5936285.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89044.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5847241.
6 Minimum investment return. Enter 5% of line 5	6	292362.

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	292362.
2a Tax on investment income for 2005 from Part VI, line 5	2a	2993.
b Income tax for 2005. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2993.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	289369.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	289369.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	289369.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4152550.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4152550.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2993.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4149557.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				289369.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000	2340804.			
b From 2001	1444199.			
c From 2002	2851716.			
d From 2003	2831441.			
e From 2004	3637333.			
f Total of lines 3a through e	13105493.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$	4152550.			
a Applied to 2004, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2005 distributable amount				289369.
e Remaining amount distributed out of corpus	3863181.			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	16968674.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2004. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	2340804.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	14627870.			
10 Analysis of line 9:				
a Excess from 2001	1444199.			
b Excess from 2002	2851716.			
c Excess from 2003	2831441.			
d Excess from 2004	3637333.			
e Excess from 2005	3863181.			

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 2005, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 26 of the instructions.)

1 Information Regarding Foundation Managers:

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

Sandra Atlas Bass

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i></p> <p>See Schedule attached</p>	None	All Exempt organizations	Unlimited	
<p>Total</p>			▶ 3a	0.
<p><i>b Approved for future payment</i></p> <p>None</p>				
<p>Total</p>			▶ 3b	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

2005

Name of organization

Sandra Atlas Bass & Edythe & Sol G.
Atlas Fund, Inc

Employer identification number

11-6036928

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

General Rule-

For 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 under Regulations sections 1.509(a)-3/1.170A-9(e) 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).

LHA 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) (2005)

Name of organization Sandra Atlas Bass & Edythe & Sol G. Atlas Fund, Inc	Employer identification number 11-6036928
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Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Trust A u/w Sol G Atlas <hr/> 185 Great Neck Ave. <hr/> Great Neck, NY 11021	\$ 174826.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Trust B u/w Sol G Atlas <hr/> 185 Great Neck Ave. <hr/> Great Neck, NY 11021	\$ 174827.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Trust C u/w Sol G Atlas <hr/> 185 Great Neck Ave. <hr/> Great Neck, NY 11021	\$ 174827.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCUDDER US GOV'T CL A-87822.014sh	P	01/17/97	03/15/05
b	SCUDDER US GOV'T CL A-232558.14sh	P	01/17/97	06/24/05
c	SCUDDER US GOV'T CL A 933.489sh	P	01/17/97	07/05/05
d	FHLMC NOTES	P	07/06/04	02/25/05
e	FNMA 4.125% NOTES	P	02/24/05	07/06/05
f	FNMA 5.1% NOTES	P	07/06/04	12/05/05
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	750000.		790398.	-40398.
b	2000000.		2093118.	-93118.
c	8000.		8402.	-402.
d	1600000.		1600000.	0.
e	483435.		493750.	-10315.
f	465625.		475625.	-10000.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-40398.
b				-93118.
c				-402.
d				0.
e				-10315.
f				-10000.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-154233.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
SCUDDER US GOV'T CL A-87822.014sh	750000.	790398.	0.	0.	-40398.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
SCUDDER US GOV'T CL A-232558.14sh	2000000.	2093118.	0.	0.	-93118.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
SCUDDER US GOV'T CL A 933.489sh	8000.	8402.	0.	0.	-402.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
FHLMC NOTES		Purchased	07/06/04	02/25/05
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
	1600000.	1600000.	0.	0.
				(f) Gain or Loss
				0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
FNMA 4.125% NOTES		Purchased	02/24/05	07/06/05
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
	483435.	493750.	0.	0.
				(f) Gain or Loss
				-10315.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
FNMA 5.1% NOTES		Purchased	07/06/04	12/05/05
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
	465625.	475625.	0.	0.
				(f) Gain or Loss
				-10000.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	-154233.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
CITIBANK	105.
Total to Form 990-PF, Part I, line 3, Column A	105.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
aACRUED INTEREST INCOME	62516.	0.	62516.
FLHA 2/25/34	42000.	0.	42000.
FNMA 4.125% 1/30/12	12833.	0.	12833.
FNMA 5%/27/13	20000.	0.	20000.
FNMA 5.1% 6/26/18	100513.	0.	100513.
FNMA 5.2% 9/22/18	20800.	0.	20800.
SCUDDER US GOV'T CLA	47014.	0.	47014.
Total to Fm 990-PF, Part I, ln 4	305676.	0.	305676.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Robert Zabelle Co, CPA	5000.	3250.		1750.
To Form 990-PF, Pg 1, ln 16b	5000.	3250.		1750.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	2993.	2993.		0.
To Form 990-PF, Pg 1, ln 18	2993.	2993.		0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Filing Fees	250.	250.			0.
To Form 990-PF, Pg 1, ln 23	250.	250.			0.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description		Amount	
Unrealized Gains		40967.	
Rounding		1.	
Total to Form 990-PF, Part III, line 3		40968.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Fed Home Loan Mtge 2/25/34	X		0.	0.	
Fed Nat Mtge Assn 2/27/13	X		393000.	393000.	
Fed Nat Mtge Assn 6/26/18	X		1440465.	1440465.	
FNMA 4.125% 1/30/12	X		771000.	771000.	
FNMA 5.2% 9/27/18	X		287064.	287064.	
Total U.S. Government Obligations			2891529.	2891529.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			2891529.	2891529.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Scudder US Gov't A	FMV	30925.	30925.
Total to Form 990-PF, Part II, line 13		30925.	30925.

Form 990-PF	Other Assets	Statement	10
Description	Book Value	Fair Market Value	
Accrued Interest Income	62516.	62516.	
Total to Form 990-PF, Part II, line 15	62516.	62516.	

THE SANDRA ATLAS BASS AND
EDYTHE AND SOL G. ATLAS FUND, INC.

CONTRIBUTIONS - 2005

AMERICAN CANCER SOCIETY	\$ 10,000.00
ANIMAL HAVEN	21,000.00
ASPCA	16,000.00
AMERICAN RED CROSS GREATER NEW YORK	7,500.00
AMERICAN RED CROSS NASSAU CHAPTER	8,500.00
ALERT FIRE COMPANY	5,000.00
AOPA AIR SAFETY FOUNDATION	25,000.00
ANIMAL RESCUE FORCE	18,000.00
AMERICAN PARKINSON DISEASE ASSOC. INC.	11,000.00
AMERICAN PRINTING HOUSE FOR THE BLIND	5,000.00
AMERICAN FOUNDATION FOR THE BLIND	8,500.00
AMERICAN HEART ASSOC.	12,000.00
ANGELS GATE	10,000.00
ARTHRITIS FOUNDATION (L.I. CHAPTER)	9,500.00
AMERICAN LUNG ASSOC.	5,000.00
ADRDA (ALZHEIMERS DISEASE ASSOC.) L.I. CHAPTER	12,500.00
AMERICAN ITALIAN FOUNDATION	10,500.00
AMERICAN DIABETES ASSOC.	6,500.00
AMERICAN KIDNEY FUND	12,500.00
ANIMALS CAN'T TALK	3,500.00
ASSOCIATED HUMANE SOCIETIES	16,500.00
BEING- KIND, INC.	13,000.00
BLIND VETERANS ASSOCIATION	7,000.00
BOBBIE THE STRAYS	4,000.00
BOYS & GIRLS CLUB OF AMERICA	1,500.00
CANCER CARE INC.	12,000.00
CANCER CARE, L.I.	12,000.00
CHILDREN'S AID SOCIETY	15,000.00
CATHOLIC RELIEF SERVICES	5,500.00
CARE INC.	13,500.00
CITY HARVEST	12,000.00
CHANNEL 13	8,000.00
CANINE COMPANION'S FOR INDEPENDENCE	94,500.00
CYSTIC FIBROSIS FOUNDATION	8,000.00
CORNELL UNIV. COLLEGE OF VET. MEDICINE	18,000.00
CITY MEALS ON WHEELS	25,000.00
CROHNS COLITIS FOUNDATION	5,500.00
CUNNINGHAM WOMEN'S LEAGUE FOR HANDICAPPED CHILDREN	2,500.00
DISABLED AMERICAN VETERANS	7,500.00
DISKIN ORPHAN HOME OF ISRAEL	13,500.00
DEFENDERS OF ANIMAL RIGHTS INC.	15,500.00
DOGS FOR THE DEAF	22,500.00
EPILEPSY FOUNDATION OF AMERICA	6,000.00
EASTER SEAL SOCIETY	11,000.00
ELMSFORD ANIMAL SHELTER	9,500.00
FIDELCO GUIDE DOG FOUNDATION	24,000.00
FOR OUR FRIENDS	3,000.00
FRIENDS OF ANIMALS	16,500.00
FRESH AIR FUND	18,000.00
FUND FOR ANIMALS INC.	18,500.00
GUIDE DOG FOUNDATION FOR THE BLIND INC.	24,000.00

GUIDING EYES FOR THE BLIND	24,000.00
GOODWILL INDUSTRIES OF GREATER NEW YORK	9,000.00
HUMANE URBAN GROUP	12,500.00
HUMANE SOCIETY OF NEW YORK	22,500.00
HOPE SCHOOL	11,500.00
HADASSAH	5,000.00
HELEN KELLER SERVICES FOR THE BLIND	9,000.00
HELEN KELLER INTERNATIONAL	14,500.00
HUMANE SOCIETY OF THE UNITED STATES	15,000.00
HAPPINESS IS CAMPING, INC.	12,000.00
INTERNATIONAL SOCIETY FOR ANIMAL RIGHTS INC.	11,000.00
INTERNATIONAL HEARING DOG INC.	22,500.00
INTERNATIONAL FUND FOR ANIMAL WELFARE	9,000.00
ISLAND HARVEST	7,000.00
JEWISH BRAILLE INSTITUTE OF AMERICA INC.	10,000.00
JEWISH GUILD FOR THE BLIND	11,000.00
JUVENILE DIABETES FOUNDATION	15,000.00
KENT ANIMAL SHELTER INC.	35,000.00
KEREN OR INC.	25,000.00
SUSAN KORMAN BREAST CANCER FOUNDATION	9,500.00
KINGS HIGHWAY CAT RESCUE	5,500.00
KINGS POINT POLICEMEN BENEVOLENT	2,000.00
LONG ISLAND HUMANE SOCIETY	21,500.00
LAST HOPE, INC.	9,000.00
THE LIGHTHOUSE	12,000.00
LEUKEMIA SOCIETY OF AMERICA	18,000.00
L.I. JUNIOR SOCCER SCHLORSHIP FUND	1,000.00
LITTLE SHELTER ANIMAL RESCUE	20,000.00
LIVING FREE ANIMAL SANCTUARY	18,000.00
MASSAPEQUA SOCCER CLUB	250.00
MARCH OF DIMES	8,500.00
MAKE A WISH FOUNDATION OF METRO NEW YORK INC.	21,000.00
MANHASSET LAKEVILLE FIRE DEPARTMENT	2,000.00
MUSCULAR DYSTROPHY ASSOC.	50,000.00
MEDIC ALERT FOUNDATION INTERNATIONAL	4,000.00
MID HUDSON ANIMAL AID	18,500.00
MONMOUTH COUNTY SPCA	9,000.00
MUFFFIN PET-CONNECTION	14,500.00
NATIONAL CAMPS FOR BLIND CHILDREN	13,500.00
NATIONAL MULTIPLE SCLEROSIS SOCIETY	15,000.00
NATIONAL HUMANE EDUCATION SOCIETY	11,000.00
NATL. JEWISH CTR. FOR IMMUN. & RESPT. MEDICINE	17,000.00
NATL. FED. OF THE BLIND	12,000.00
NATL. BURN VICTIMS FOUND.	18,000.00
NATIONAL CENTER FOR DISABILITY SERVICES	38,500.00
NEW YORK CITY RESCUE MISSION	11,000.00
NASSAU COUNTY POLICE ACTIVITY LEAGUE	1,500.00
NASSAU-SUFFOLK COALITION FOR THE HOMELESS	3,000.00
NORTH SHORE ANIMAL LEAGUE	34,250.00
NOAH'S LOST ARK ANIMAL FUND	3,500.00
NORTH SHORE UNIVERSITY HOSPITAL	2,025,000.00
NORTH SHORE CREATIVE REHAB CTR.	3,000.00
NEIGHBORS TOGETHER	4,500.00

OPERATION SMILE, INC.	15,500.00
PETS ALIVE, INC.	9,000.00
PET RESCUE, INC.	10,000.00
POLICE ATHLETIC LEAGUE, INC.	1,500.00
PARALYZED VETERANS OF AMERICA	7,500.00
P.A.W.S.	5,500.00
PEOPLE FOR ANIMALS	3,000.00
PROJECT HOPE	8,000.00
RECORDING FOR THE BLIND	5,000.00
RONALD MCDONALD HOUSE OF L.I.	26,000.00
RONALD MCDONALD HOUSE OF N.Y.C.	26,000.00
RED CLOUD INDIAN SCHOOL	1,500.00
RACING DOG RESCUE PROJECT	20,000.00
SPECIAL OLYMPICS	12,000.00
SANCTUARY FOR ANIMALS	12,000.00
SAVE THE CHILDREN	17,000.00
SEEING EYE, INC.	24,000.00
THE SALVATION ARMY	30,000.00
SILENT VOICES ECHO, INC.	4,500.00
ST. FRANCIS HOSPITAL	25,000.00
ST. JUDES CHILDREN RESEARCH HOSP.	21,000.00
SCHOOL FOR SPECIAL CHILDREN	9,000.00
TEMPLE BETH EL OF GREAT NECK	42,000.00
TREE HOUSE ANIMAL FOUNDATION	22,500.00
U.J.A. FEDERATION	110,000.00
UNITED CEREBRAL PALSY - NASSAU COUNTY	35,000.00
U.S. COMMITTEE FOR UNICEF	18,000.00
UNITED NEGRO COLLEGE FUND	5,000.00
VISITING NURSE SERVICE OF NEW YORK	9,000.00
VISITING NURSE ASSOC. OF L.I.	9,000.00
VARIETY- THE CHILDRENS CHARITY	25,000.00
VOLUNTEERS OF AMERICA	15,000.00
WILDLIFE CONSERVATION SOCIETY	2,000.00
WORLD WILDLIFE FUND	7,500.00
WLIW/CHANNEL (21)	8,500.00
WASHINGTON HUMANE SOCIETY	16,500.00

THE SANDRA ATLAS BASS AND
EDYTHE AND SOL G. ATLAS FUND, INC.

CONTRIBUTIONS - 2005

ALLEY CAT ALLIES	\$ 500.00
AMERICAN RED CROSS DISASTER RELIEF	10,000.00
ANIMAL CARE & CONTROL SHELTER	4,000.00
ANIMALS DEPEND ON PEOPLE TOO	1,000.00
ANIMAL RESCUE FOUNDATION	500.00
ASSOCIATION TO BENEFIT CHILDREN	2,500.00
	13,500.00
BEST FRIENDS SOCIETY	
	1,000.00
CANCER CENTER FOR KIDS AT WINTHROP	6,500.00
CATSKILL ANIMAL SANCTUARY	4,000.00
CEDARHILL ANIMAL SANCTUARY	4,000.00
C.H.A.I.	1,400.00
COMPANION ANIMAL NETWORK	
	1,200.00
GREAT NECK-MANHASSET COMMUNITY CHILD CARE	
	4,700.00
MIGHTY MUTTS, INC.	
	10,000.00
ST. ALOYSIUS CHURCH	3,500.00
THE SMILE TRAIN	
	2,500.00
UNITED COMMUNITY FUND	6,500.00
UNITED SPINAL ASSOCIATION	36,500.00
VIVISECTION INVEST. LEAGUE	
	3,000.00
WOMEN IN NEED	

TOTAL.....\$4,150,800.00