

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

2008

Department of the Treasury
Internal Revenue Service (77)

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

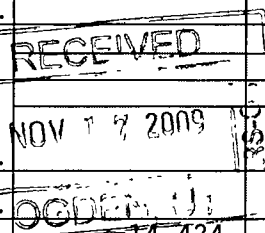
For calendar year 2008, or tax year beginning _____, **2008, and ending** _____

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.	THOMAS & KATHARINE STONER FOUNDATION 410 SEVERN AVENUE #216 ANNAPOLIS, MD 21403	A Employer identification number 42-1263576 B Telephone number (see the instructions) 410-268-1376 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F 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 <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 10,080,030.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	4,175.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	170,674.	170,674.	170,674.	
4 Dividends and interest from securities	197,875.	197,875.	197,875.	
5a Gross rents	-30,116.	-30,116.	-30,116.	
b Net rental income or (loss)	-30,116.			
6a Net gain/(loss) from sale of assets not on line 10	-337,168.			
b Gross sales price for all assets on line 6a	4,639,225.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances	9,866.			
b Less: Cost of goods sold	24,290.			
c Gross profit/(loss) (att sch) SEE ST 1	-14,424.		-14,424.	
11 Other income (attach schedule) SEE STATEMENT 2	12,777.		12,777.	
12 Total. Add lines 1 through 11	3,793.	338,433.	336,786.	
13 Compensation of officers, directors, trustees, etc	88,276.			52,965.
14 Other employee salaries and wages	133,047.			126,207.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 3	2,705.			2,705.
b Accounting fees (attach sch) SEE ST 4	9,030.	3,274.		
c Other prof fees (attach sch) SEE ST 5	145,486.	82,437.		60,097.
17 Interest	14,665.	14,665.		
18 Taxes (attach schedule) SEE STMT 6	18,054.			13,533.
19 Depreciation (attach sch) and depletion	27,628.			
20 Occupancy	39,062.			29,297.
21 Travel, conferences, and meetings	6,366.			6,366.
22 Printing and publications	670.			670.
23 Other expenses (attach schedule) SEE STATEMENT 7	245,433.	21,227.		205,502.
24 Total operating and administrative expenses. Add lines 13 through 23	730,422.	121,603.		497,342.
25 Contributions, gifts, grants paid PART XV	522,605.			522,605.
26 Total expenses and disbursements. Add lines 24 and 25	1,253,027.	121,603.	0.	1,019,947.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,249,234.			
b Net investment income (if negative, enter -0-)		216,830.		
c Adjusted net income (if negative, enter -0-)			336,786.	

SCANNED BY MCZMVR



9/14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	17,538.	21,510.	21,510.
	2	Savings and temporary cash investments	909,344.	1,436,818.	1,436,818.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use	75,660.	248,902.	248,902.
	9	Prepaid expenses and deferred charges	3,000.	15,000.	15,000.
	10a	Investments – US and state government obligations (attach schedule) STATEMENT 8	1,148,137.	253,722.	271,366.
	b	Investments – corporate stock (attach schedule) STATEMENT 9	2,179,260.	1,460,482.	1,187,363.
	c	Investments – corporate bonds (attach schedule) STATEMENT 10	303,473.	255,468.	235,464.
	11	Investments – land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) STATEMENT 11	7,418,296.	7,136,836.	6,322,901.	
14	Land, buildings, and equipment basis 451,823.				
	Less: accumulated depreciation (attach schedule) SEE STMT 12 111,117.	364,752.	340,706.	340,706.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	12,419,460.	11,169,444.	10,080,030.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)	217.		
	23	Total liabilities (add lines 17 through 22)	217.	0.	
FUNDED ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	12,419,243.	11,159,318.	
	25	Temporarily restricted		10,126.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	12,419,243.	11,169,444.	
	31	Total liabilities and net assets/fund balances (see the instructions)	12,419,460.	11,169,444.	

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	12,419,243.
2	Enter amount from Part I, line 27a	2	-1,249,234.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	11,170,009.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 13	5	565.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,169,444.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 14			
b			
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-337,168.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	-261,047.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	775,703.	13,427,363.	0.057770
2006	663,052.	11,521,999.	0.057547
2005	721,355.	11,685,230.	0.061732
2004	602,910.	11,605,167.	0.051952
2003	549,509.	10,602,542.	0.051828

2 Total of line 1, column (d)	2	0.280829
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	0.056166
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	11,705,036.
5 Multiply line 4 by line 3	5	657,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,168.
7 Add lines 5 and 6	7	659,593.
8 Enter qualifying distributions from Part XII, line 4	8	1,019,947.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <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 foundations 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	2,168.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,168.
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	2,168.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	12,000.	
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	12,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9,832.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 9,832. Refunded <input checked="" type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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 foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <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 the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2008)

Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>BROWN INVESTMENT ADVISORY & TR</u> Telephone no. ▶ <u>410-537-5400</u> Located at ▶ <u>901 SO BOND ST. SUITE 400 BALTIMORE MD</u> ZIP + 4 ▶ <u>21231-3340</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A	▶ <input type="checkbox"/> N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

BAA

Form 990-PF (2008)

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A.

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If you answered 'Yes' to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
THOMAS H. STONER 3065 RUNDELAC RD ANNAPOLIS, MD 21403	PRESIDENT 10.00	0.	0.	0.
KATHARINE E. STONER 3065 RUNDELAC RD. ANNAPOLIS, MD 21403	VICE PRESIDE 10.00	0.	0.	0.
MARY E. WYATT 21 WAINWRIGHT AVENUE ANNAPOLIS, MD 21403	SECRETARY 40.00	86,077.	2,199.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>N/A</u>	

2	

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 <u>N/A</u>	

2	

All other program-related investments See instructions	
3	

Total. Add lines 1 through 3	▶ 0.

BAA

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	10,437,322.
b Average of monthly cash balances	1b	1,052,418.
c Fair market value of all other assets (see instructions)	1c	393,545.
d Total (add lines 1a, b, and c)	1d	11,883,285.
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	11,883,285.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	178,249.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,705,036.
6 Minimum investment return. Enter 5% of line 5	6	585,252.

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	585,252.
2a Tax on investment income for 2008 from Part VI, line 5	2a	2,168.
b Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,168.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	583,084.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	583,084.
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	583,084.

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	1,019,947.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,019,947.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,168.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,017,779.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				583,084.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			56,054.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>1,019,947.</u>				
a Applied to 2007, but not more than line 2a			56,054.	
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 2008 distributable amount				583,084.
e Remaining amount distributed out of corpus	380,809.			
5 Excess distributions carryover applied to 2008 (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	380,809.			
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 2007. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	380,809.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	380,809.			

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 2008, enter the date of the ruling ▶

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

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) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 SEE STATEMENT 15

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

a The name, address, and telephone number of the person to whom applications should be addressed:
 SEE STATEMENT 16

b The form in which applications should be submitted and information and materials they should include.
 SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 17				
Total			▶ 3a	522,605.
b Approved for future payment SEE STATEMENT 18				
Total			▶ 3b	564,260.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 1
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

ITEMS SOLD	AMOUNT
BOOK SALES	\$ 9,866.
GROSS SALES	\$ 9,866.
LESS RETURNS & ALLOWANCES	0.
NET SALES	\$ 9,866.
LESS COST OF GOODS SOLD	24,290.
GROSS PROFIT FROM SALES OF INVENTORY	<u>\$ -14,424.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SECTION 1256 GAIN	\$ 527.		\$ 527.
ORD INCOME	14,474.		14,474.
OTHER INCOME	-2,224.		-2,224.
TOTAL	<u>\$ 12,777.</u>	<u>\$ 0.</u>	<u>\$ 12,777.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARRISON WEATHERALL	\$ 2,705.			\$ 2,705.
TOTAL	<u>\$ 2,705.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,705.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BIA -PARTNERSHIPS	\$ 799.	\$ 799.		
KUPSTAS & KUPSTAS	8,231.	2,475.		
TOTAL	<u>\$ 9,030.</u>	<u>\$ 3,274.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 5
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER CONSULTING FEES	\$ 4,306.			\$ 2,153.
CONSULTING FEES PROJECTS	58,743.			57,944.
INVESTMENT FEES	65,797.	\$ 65,797.		
PARTNERSHIP INVESTMENT FEES	16,640.	16,640.		
TOTAL	\$ 145,486.	\$ 82,437.	\$ 0.	\$ 60,097.

STATEMENT 6
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	\$ 16,916.			\$ 13,533.
TAXES - OTHER	1,138.			
TOTAL	\$ 18,054.	\$ 0.	\$ 0.	\$ 13,533.

STATEMENT 7
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 2,117.			
AUTO EXPENSES	1,738.			\$ 869.
BENCH EXPENSES	6,567.			6,567.
BOARD MEETINGS	20,195.			20,195.
BOOK AMORTIZATION	66,728.			66,728.
DUES & SUBSCRIPTIONS	1,240.			930.
ENHANCEMENT GRANT MANAGEMENT	28,000.			28,000.
ENTERTAINMENT	1,668.			
GATHERING/BOOK/WEB	42,732.			42,732.
HEALTH PLAN	13,986.			8,960.
INDIRECT GRANT EXPENSES	2,062.			2,062.
INSURANCE	4,512.			3,113.
PARTNERSHIP OTHER EXPENSES	21,227.	\$ 21,227.		
OFFICE EXPENSES	6,581.			4,936.
OFFICE MAINTENANCE	12,935.			9,701.
POSTAGE & FREIGHT	777.			583.
SITE RENOVATIONS	2,866.			2,866.
TELEPHONE	5,452.			4,089.
TKF LIBRARY	534.			534.
UTILITIES	3,516.			2,637.
TOTAL	\$ 245,433.	\$ 21,227.	\$ 0.	\$ 205,502.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01 51PM

STATEMENT 8
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FED FARM CREDIT BKS 5.2% 3/20/13	COST	\$ 52,018.	\$ 55,508.
U S TREASURY NOTE 3.375% 7/31/13	COST	100,646.	109,258.
U S TREASURY NOTE 2.5%TIPS 7/15/16	COST	101,058.	106,600.
		\$ 253,722.	\$ 271,366.
	TOTAL	\$ 253,722.	\$ 271,366.

STATEMENT 9
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
1710 COMCAST CORP	COST	\$ 35,261.	\$ 27,617.
650 MARRIOTT INT'L INC	COST	15,126.	12,642.
605 PEPSICO INC	COST	32,774.	33,136.
360 WALGREEN CO	COST	12,442.	8,881.
520 SCHLUMBERGER LTD	COST	14,284.	22,012.
725 AMERICAN EXPRESS CO	COST	31,778.	13,449.
625 BANK OF N Y MELLON	COST	19,808.	17,706.
1315 MICROSOFT CORP	COST	32,619.	25,564.
943 PARAMETRIC TECH CORP	COST	11,882.	11,929.
310 LABORATORY CORP OF AMER. HLDGS	COST	12,061.	19,967.
590 MEDTRONICS INC	COST	30,183.	18,538.
1330 MERCK & CO	COST	45,295.	40,432.
535 AMPHENOL CORP CLA	COST	9,207.	12,829.
1015 GENERAL ELECTRIC CO	COST	30,258.	16,443.
290 JACOBS ENGINEERING GRP INC	COST	5,532.	13,949.
670 CISCO SYSTEMS INC	COST	14,834.	10,921.
1120 DELL INC	COST	21,239.	11,469.
1163 INTEL CORP	COST	22,116.	17,050.
780 UNILEVER N V	COST	18,949.	19,149.
115 CHEVRON CORP	COST	6,105.	8,507.
885 BANK OF AMERICA	COST	28,335.	12,461.
795 LINCOLN NATIONAL CORP	COST	28,426.	14,978.
810 DOVER CORP	COST	29,639.	26,665.
1175 SEAGATE TECHNOLOGY	COST	13,415.	5,205.
850 MICROSOFT CORP	COST	20,605.	16,524.
1290 NOKIA CORP	COST	26,799.	20,124.
805 E I DUPONT	COST	30,555.	20,366.
335 VERIZON COMM	COST	9,847.	11,356.
725 BEST BUY CO.	COST	24,783.	20,380.
660 FMC TECHNOLOGIES	COST	12,495.	15,728.
620 STRYKER CORP	COST	27,836.	24,769.
930 ACCENTURE LTD BERMUDA	COST	22,996.	30,495.
255 CONOCOPHILILIPS	COST	13,607.	13,209.
350 BB&T	COST	9,178.	9,611.
245 CAPITAL ONE	COST	10,915.	7,813.
500 PRUDENTIAL FINANCIAL INC	COST	28,650.	15,130.
220 DAVITA INC	COST	11,778.	10,905.
370 JOHNSON & JOHNSON	COST	21,629.	22,137.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01 51PM

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
195 3M COMPANY	COST	\$ 14,654.	\$ 11,220.
725 SYMANTEC CORP	COST	11,227.	9,802.
615 ALLERGAN INC	COST	31,886.	24,797.
105 INTUITIVE SURGICAL INC	COST	10,259.	13,334.
535 MILLIPORE CORP	COST	35,226.	27,563.
815 GENERAL ELECTRIC	COST	24,238.	13,203.
385 IDEX LABS INC	COST	16,073.	13,891.
810 STAPLES INC	COST	18,115.	14,515.
135 PROCTOR & GAMBLE	COST	8,259.	8,346.
840 MOLEX CORP	COST	22,759.	12,172.
540 WALGREEN CO	COST	19,573.	13,322.
1100 MICROS SYSTEMS INC	COST	23,637.	17,952.
600 AMETEK INC	COST	21,129.	18,126.
410 DIAGO PLC	COST	29,715.	23,263.
195 DIAMOND OFFSHORE DRILLING	COST	11,045.	11,493.
1175 TALISMAN ENERGY INC	COST	22,067.	11,738.
265 FRANKLIN RESOURCES	COST	19,204.	16,902.
170 M&T BANK	COST	10,597.	9,760.
287 WATERS CORP	COST	13,302.	10,519.
535 EATON CORP	COST	23,572.	26,595.
715 ILLINOIS TOOL WORKS	COST	31,011.	25,061.
255 COSTCO WHOLESALE	COST	12,503.	13,387.
250 ULTRA PETROLEUM	COST	20,373.	8,627.
710 BANK OF N Y MELLON	COST	19,865.	20,114.
50 MASTERCARD INC	COST	7,502.	7,146.
910 CHARLES SCHWAB	COST	20,644.	14,715.
340 DANAHER CORP	COST	25,798.	19,247.
330 ROPER INDUSTRIES	COST	13,432.	14,325.
135 APPLE INC	COST	13,808.	11,522.
1760 CISCO SYSTEMS	COST	33,501.	28,688.
625 CITRIX SYSTEMS	COST	20,440.	14,731.
275 COGNIZANT TECH SOLUTIONS	COST	5,267.	4,966.
10 GOOGLE INC	COST	2,994.	3,076.
1340 NETAPP INC	COST	35,516.	18,720.
670 TRIMBLE NAVIGATION LTD	COST	18,050.	14,479.
	TOTAL	\$ 1,460,482.	\$ 1,187,363.

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

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICA MOVIL SA DE 5.5%	COST	\$ 49,962.	\$ 46,095.
COMCAST CORP 6.5% 1/15/17	COST	49,993.	49,385.
KRAFT FOODS INC 6% DUE 2/11/13	COST	25,595.	25,406.
ROHM & HAAS CO. 5.6% 3/15/13	COST	25,806.	24,139.
XEROX CORP 5.65% 5/15/13	COST	19,839.	15,698.
ICI WILLIMNGTON INC 5.625% 12/01/13	COST	24,141.	24,102.
ONEOK PARTNERS 6.15% 10/1/16	COST	30,299.	26,289.
PPL ENERGY SUPPLT LLC 6.5% 5/01/18	COST	29,833.	24,350.
	TOTAL	\$ 255,468.	\$ 235,464.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 11
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
FHLMC POOL G10690 7% 7/01/12	COST	\$ 10,148.	\$ 10,648.
FNMA POOL #254089 6% 12/01/16	COST	18,483.	19,048.
FNMA POOL #368990 6.5% 12/01/10	COST	13,389.	13,481.
BIA SMALL CAP GRWTH FUND LP	COST	110,066.	62,042.
BIA VENTURE INVESTORS - JMI IV	COST	20,580.	42,181.
BIA INVESTORS - TRIDENT CAPITAL	COST	29,508.	38,213.
BIA VENTURE PARTNERS - BAKER COMM	COST	26,883.	31,642.
BIA VENTURE PARTNERS - INTERSOUTH	COST	32,868.	28,791.
BIA INVESTORS LP ACCEL VIII	COST	37,475.	37,165.
FNMA POOL #433646 6% 10/01/13	COST	39,186.	40,050.
FNMA POOL #539082 7% 08/01/28	COST	1,788.	1,867.
BROWNSIA INV - CHARLESBANK	COST	51,360.	64,400.
DODGE & COX STK FD	COST	208,965.	170,913.
BROWN IA ROBINSON CROSSING	COST	83,942.	223,577.
BROWN ADV SM CAP VALUE FD	COST	72,593.	69,689.
BROWN ADV INTERMED BD FD INST CL	COST	118,326.	118,603.
FNMA PASS THRU 4.145 12/1/33	COST	37,609.	36,595.
BRENTON COMMUNITIES FUND VI MEL RAY LLC	COST	50,000.	50,000.
ELEVATION PARTNERS	COST	52,044.	52,044.
SILVER LAKE PARTNERS II	COST	110,160.	109,359.
SYMPHONY CAPITAL VENTURE PARTNERS	COST	160,858.	186,817.
FHLMC POOL A40782 5%	COST	75,342.	80,077.
FHLMC POOL G11649 4.5%	COST	57,136.	58,717.
STONE ARCH CAPITAL	COST	116,643.	116,643.
NORTHSTAR MEZZANINE PARTNERS IV	COST	179,678.	223,093.
FNMA POOL 871084 5.5% 11/01/36	COST	102,943.	106,625.
FNMA POOL #831413 5.5% 4/1/36	COST	115,714.	121,606.
FHLMC SERIES R005 5.5% 3/15/16	COST	114,707.	120,524.
OVERLOOK PARTNERS FD LP	COST	500,000.	351,089.
HARRIS ASSOCIATES INVT TRUST OAKMARK INT	COST	1,119,309.	527,152.
HLM VENTURE PARTNERS	COST	46,049.	44,638.
BROWN ADVISORY VENTURE GROWTH PRTRS 2006	COST	30,707.	31,435.
BRENTON COMMUNITIES FD VII COUNTRY LV	COST	50,000.	50,000.
FSP PHOENIX TOWER CORP	COST	100,000.	100,000.
BRENTON COMMUNITIES FD VIII BLAIR	COST	100,000.	100,000.
BRENTON COMMUNITIES FD IX SLATER	COST	100,000.	100,000.
FHLMC POOL#C90993 5.5% 10/1/26	COST	108,051.	112,266.
FNMA PASS THRU POOL 257048 6% 01/01/28	COST	134,968.	136,884.
IPATH DOW JONES - AIG COMMODITY	COST	261,771.	151,317.
POINT 406 VENTURES I LP	COST	36,425.	37,005.
PHILLIPS EDISON DEVELOP FD LLC	COST	15,000.	15,000.
FIVE CORNERS PARTNERS LP	COST	288,827.	388,080.
BENNETT HIGH VALUE LP	COST	866,221.	793,675.
FSP 303 EAST WACKER DRIVE CORP	COST	150,000.	150,000.
FHLMC POOL M80931 GOLD 5.5% 8/01/11	COST	77,899.	76,925.
FNMA POOL 255415 5.5% 08/01/11	COST	38,876.	38,365.
FNMA POOL 888218 5% 03/01/37	COST	85,637.	91,277.
FNMA POOL 909932 6% 03/01/37	COST	94,099.	94,442.
LAUDUS MONDRIAN EMERGING MKTS	COST	60,000.	34,782.
BAIN CAPITAL X	COST	24,603.	24,605.
TOTAL OTHER PUBLICLY TRADED SECURITIES		\$ 6,336,836.	\$ 5,683,347.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01 51PM

**STATEMENT 11 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER**

OTHER SECURITIES

CDK GLOBAL CAPITAL LTD	COST	\$	250,000.	\$	210,714.
CDK GLOBAL SELECT FD SUB-CLASS E 9/07	COST		250,000.		202,269.
CDK GLOBAL SELECT FD 06/08	COST		300,000.		226,571.
	TOTAL OTHER SECURITIES	\$	<u>800,000.</u>	\$	<u>639,554.</u>
	TOTAL	\$	<u>7,136,836.</u>	\$	<u>6,322,901.</u>

**STATEMENT 12
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AUTO./TRANSPORTATION EQUIP.	\$ 25,000.	\$ 16,250.	\$ 8,750.	\$ 8,750.
FURNITURE AND FIXTURES	44,647.	27,640.	17,007.	17,007.
MACHINERY AND EQUIPMENT	44,838.	33,341.	11,497.	11,497.
IMPROVEMENTS	337,338.	33,886.	303,452.	303,452.
TOTAL	<u>\$ 451,823.</u>	<u>\$ 111,117.</u>	<u>\$ 340,706.</u>	<u>\$ 340,706.</u>

**STATEMENT 13
FORM 990-PF, PART III, LINE 5
OTHER DECREASES**

LIMITED PARTNERSHIP COST BASIS ADJUSTMENTS			\$ 565.
	TOTAL	\$	<u>565.</u>

**STATEMENT 14
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	PASSTHROUGH ENTITIES LONG TERM LOSS	PURCHASED	VARIOUS	VARIOUS
2	PASSTHROUGH ENTITIES SHORT TERM LOSS	PURCHASED	VARIOUS	VARIOUS
3	PASSTHROUGH ENTITIES SECTION 1231	PURCHASED	VARIOUS	VARIOUS
4	SEE ATTACHED BROWN ADVISORY SUMMARY	PURCHASED	VARIOUS	VARIOUS
5	SEE ATTACHED BROWN ADVISORY SUMMARY	PURCHASED	VARIOUS	VARIOUS
6	BROWN ADVISORY CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

<u>ITEM</u>	<u>(E) GROSS SALES</u>	<u>(F) DEPREC. ALLOWED</u>	<u>(G) COST BASIS</u>	<u>(H) GAIN (LOSS)</u>	<u>(I) FMV 12/31/69</u>	<u>(J) ADJ. BAS. 12/31/69</u>	<u>(K) EXCESS (I) - (J)</u>	<u>(L) GAIN (LOSS)</u>
1	0.		31,195.	-31,195.				\$ -31,195.
2	0.		71,187.	-71,187.				-71,187.
3	0.		25.	-25.				-25.
4	2045583.		2235443.	-189,860.				-189,860.
5	2565655.		2638543.	-72,888.				-72,888.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
6	27,987.		0.	27,987.				\$ 27,987.
							TOTAL	\$ -337,168.

STATEMENT 15
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

THOMAS H. STONER
 KATHARINE E. STONER

STATEMENT 16
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: MARY WYATT
 CARE OF: TKF FOUNDATION INC.
 STREET ADDRESS: 410 SEVERN AVENUE #216
 CITY, STATE, ZIP CODE: ANNAPOLIS, MD 21403
 TELEPHONE:
 FORM AND CONTENT: ABAG COMMON GRANT APPLICATION FORM
 SUBMISSION DEADLINES: OCTOBER 1ST
 RESTRICTIONS ON AWARDS: ONLY 501(C)3 ORGANIZATIONS

STATEMENT 17
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOVANS ECUMENICAL DEVELOP. CORP BALTIMORE, MD 52-6172018,	NONE		2008 ENHANCEMENT GRANT. CONCERT SERIES, TRAINING	\$ 4,350.
PARKS & PEOPLE BALTIMORE MD 52-1349346,	NONE		2008 COMMUNITY GREENING PROGRAM AND 2009 COMMUNITY GREENING PROGRAM	30,905.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ASSOC OF BALT AREA GRANTM BALTIMORE, MD 52-1326863,	NONE		GENERAL SUPPORT	\$ 2,300.
ST ANTHONY OF PADUA CATH CHURC FALLS CHURCH , VA. 54-0550102,	NONE		2008 ENHANCEMENT GRANT	4,450.
FRIENDS OF PATTERSON PARK BALTIMORE, MD 52-2094989,	NONE		2008 ENHANCEMENT GRANT	4,000.
UNIV OF MARYLAND BALT CO. CATONSVILLE, MD 52-6002033,	NONE		2008 ENHANCEMENT GRANT & BENCHTALK	10,000.
GREEN SPACES FOR D C WASHINGTON, D C 52-2283772,	NONE		SEPTEMBER 11 MEMORIAL GARDEN	2,707.
JOHNS HOPKINS BAYVIEW MED CTR BALTIMORE, MD 52-1341890,	NONE		2008 ENHANCEMENT GRANT. PEACE POLE, ARTWORK & CELEBRATION	7,500.
LEAGUE FOR PEOPLE W/ DISABILIT BALTIMORE, MD. 52-0591579,	NONE		2008 ENHANCEMENT GRANT	6,605.
UNITY GARDENS CROWNSVILLE, MD 43-2026301,	NONE		2009 COMMUNITY GREENING	30,000.
CITY OF ANNAPOLIS ANNAPOLIS, MD 52-6000764,	NONE		4TH STREET CITY PARK	7,950.
CRISPUS ATTUCKS DEVELOPMENT CO WASHINGTON ,DC 2008 ENHANCEMENT GRANT. SPANISH LANGUAGE GARDEN CLUB,	NONE		2008 ENHANCEMENT GRANT. SPAINISH LANGUAGE GARDEN CLUB	7,000.
ST PHILIP THE EVANGELIST CHURC WASHINGTON , DC 53-0196608,	NONE		OLD MARKET HOUSE SQUARE PARK	50,000.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01 51PM

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MARYLAND HALL FOR CREATIVE ART ANNAPOLIS, MD 52-1164469,	NONE		LABYRINTH WORKSHOP	\$ 100.
AMAZING GRACE EVANGELICAL CHCH BALTIMORE, MD 52-1994645,	NONE		2008 ENHANCEMENT GRANT. LIGHTING FOR "PEACEABLE KINGDOM " MURAL	8,000.
WSHGTN REGIONAL ASSOC GRANTMAK WASHINGTON, DC 52-1756853,	NONE		2008 DUES & SUPPORT	3,375.
NATIONAL PARK FOUNDATION WASHINGTON, DC 52-1086761,	NONE		GEORGETOWN WATERFRONT PARK LABYRINTH	1,318.
CHIDREN'S PEACE CENTER INC WASHINGTON, DC 52-2225030,	NONE		SANDTOWN GARDEN PROJECT	17,458.
FRANKLIN SQUARE HOSPITAL BALTIMORE, MD 52-0608007,	NONE		GARDEN OF LITTLE ANGELS	4,450.
MARIAN HOUSE BALTIMORE, MD 52-1243849,	NONE		ONE DAY BEAUTIFICATION PROJECT	1,000.
WASHINGTON PARKS & PEOPLE WASHINGTON, DC 52-1681110,	NONE		PLANTINGS, PAVING MERCY, MERCY, ME GARDEN	6,350.
AMERICAN VISIONARY ART MUSEUM BALTIMORE, MD. 52-1608934,	NONE		2008 ENHANCEMENT GRANT. LIGHTING, P LANTINGS, MOSAIC IMPROVEMENTS	6,250.
NEWBORN HOLISTIC MINISTRIES BALTIMORE, MD. 52-2002294,	NONE		MEMORIAL MURAL & CHOOSE LIFE GARDEN PROJECT	3,120.
AMERICAN PSYCHOLOGICAL ASSOCIATION WASHINGTON, DC 53-0205890,	NONE		GREEN ROOF LABYRINTH GARDEN	37,920.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01.51PM

**STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
THE ARC OF PRINCE GEORGE'S COUNTY LARGO, MD. 52-0715246,	NONE		SUPPORT THE SENSORY GARDEN PROJECT	\$ 1,585.
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK, MD 52-2197313,	NONE		GARDEN OF REMBERANCE	50,000.
WASHINGTON PARKS & PEOPLE WASHINGTON, DC 52-168110,	NONE		2008 COMMUNITY GREENING	30,000.
A WIDER CIRCLE BETHESDA, MD 52-2345144,	NONE		SENIOR GARDEN AND MEDITATIVE SPACE	10,000.
ANNAPOLIS BOYS & GIRLS CLUB ANNAPOLIS, MD 52-17636142,	NONE		2008 ENHANCEMENT GRANT. RE-INSTALL BENCHES & NEW PLANTINGS	3,500.
BALTIMORE CLAYWORKS BALTIMORE, MD 52-1409133,	NONE		2008 ENHANCEMENT GRANT. PLANTINGS, BENCHE S, ARTIST NURTURING	7,180.
CHEASAPEAKE BAY FOUNDATION ANNAPOLIS, MD. 52-6065757,	NONE		2008 ENHANCEMENT GRANT. PLANTINGS, MULCH, STONE FOR TRAIL	3,500.
COMMUNITY MEDIATION PROGRAM BALTIMORE, MD 52-2086670,	NONE		COMMUNITY PEACE GARDEN	112,250.
FRIENDS OF N E INTERFAITH PEACE GARDEN BALTIMORE, MD 20-8887587,	NONE		2008 ENHANCEMENT GRANT. SIGNAGE & IMPROVEMENTS	4,426.
FRIENDS OF N E INTERFAITH PEACE GARDEN BALTIMORE, MD 20-8887587,	NONE		PEACE LABYRINTH	381.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
JONES FALLS WATERSHED BALTIMORE, MD	NONE		TRANSFORM A NEGLECTED AREA OF DRUID HILL PARK.	\$ 7,500.
JUVENILE AGENCY VOLUNTEER AUXILIARY ELKTON, MD 31-135578,	NONE		UNITY GARDEN @ CECIL COUNTY COURTHOUSE	19,555.
MOUNT WASHINGTON PRESERVATION TRUST INC BALTIMORE, MD 52-1645819,	NONE		2008 ENHANCEMENT GRANT. STONE RETAINING WALL, MURAL & RING/FIRE PIT	6,000.
ST. JAMES EPISCOPAL CHURCH BALTIMORE, MD 52-0591545,	NONE		HERB AND NATIVE PLANT GARDEN	4,500.
ST. LUKE'S EPISCOPAL CHURCH BETHESDA, MD 52-0681145,	NONE		2008 ENHANCEMENT GRANT. LIGHTING & PLANTINGS @ LABYRINTH	5,000.
AMERICAN COMMUNITY GARDENING ASSOCIATION PHILADELPHIA, PA 23-2161919,	NONE		GENERAL SUPPORT	120.
TOTAL				\$ <u>522,605.</u>

STATEMENT 18
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
THE ARC OF PRINCE GEORGE'S COUNTY LARGO, MD 52-0715246,	NONE		SUPPORT THE SENSORY GARDEN PROJECT	\$ 19,585.
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK, MD 52-2197313,	NONE		DOCUMENTARY	10,000.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

11/10/09

01:51PM

STATEMENT 18 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK , MD 52-2197313,	NONE		GARDEN OF REMEMBRANCE PROJECT	\$ 52,620.
COMMUNITY MEDIATION PROGRAM BALTIMORE, MD 52-2086670,	NONE		COMMUNITY PEACE GARDEN	18,596.
JUVENILE AGENCY VOLUNTEER AUXILIARY ELKTON, MD 31-135578,	NONE		UNITY GARDEN	60,959.
A WIDER CIRCLE BETHESDA, MD 52-2345144,	NONE		SENIOR GARDEN & MEDITATIVE SPACE	40,000.
JONES FALLS WATERSHED BALTIMORE, MD ,	NONE		UNZEN TO ZEN GARDEN	22,500.
WASHINGTON PARKS & PEOPLE WASHINGTON, MD 52-168110,	NONE		COMMUNITY GREENING	15,000.
ST PHILIP THE EVANGELIST CHURC WASHINGTON, DC 53-0196608,	NONE		OLD MARKET HOUSE SQUARE PARK	200,000.
WASHINGTON PARKS & PEOPLE WASHINGTON, DC 52-168110,	NONE		MERIDIAN HILLTOP GATHERING PLACE	125,000.
			TOTAL	\$ <u>564,260.</u>