

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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending ,

**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

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**G** Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ **9,707,585.**

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

<b>Part III Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (all sch.)	500,855.			
	<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	101,699.	101,699.	101,699.	
	<b>4</b> Dividends and interest from securities	117,023.	117,023.	117,023.	
	<b>5a</b> Gross rents	-54,688.	-54,688.	-54,688.	
	<b>b</b> Net rental income or (loss)	-54,688.			
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	632,886.			
	<b>b</b> Gross sales price for all assets on line 6a	4,489,658.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		632,886.		
	<b>8</b> Net short-term capital gain			48,105.	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances	2,016.			
<b>b</b> Less: Cost of goods sold	22,963.				
<b>c</b> Gross profit/(loss) (all sch.) SEE .ST. 1.	-20,947.			-20,947.	
<b>11</b> Other income (attach schedule) SEE STATEMENT 2	27,810.	27,810.			
<b>12</b> Total. Add lines 1 through 11.	1,304,638.	824,730.	191,192.		
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	441,600.			69,960.
	<b>14</b> Other employee salaries and wages	110,790.			95,742.
	<b>15</b> Pension plans, employee benefits				6,555.
	<b>16a</b> Legal fees (attach schedule) SEE .ST. 3	6,735.			6,555.
	<b>b</b> Accounting fees (attach sch.) SEE .ST. 4	16,044.	1,610.		
	<b>c</b> Other prof fees (attach sch.) SEE .ST. 5	478,354.	76,137.		292,354.
	<b>17</b> Interest	4,713.			
	<b>18</b> Taxes (attach schedule)(see instrs) SEE .STM. 6	26,967.	383.		17,726.
	<b>19</b> Depreciation (attach sch) and depletion	16,258.			
	<b>20</b> Occupancy	51,575.			38,681.
	<b>21</b> Travel, conferences, and meetings	16,862.			16,862.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) SEE STATEMENT 7	118,574.	39,315.		64,146.
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23.	1,288,432.	122,158.		602,026.
	<b>25</b> Contributions, gifts, grants paid PART. XV.	415,214.			415,214.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25.	1,703,646.	122,158.	0.	1,017,240.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	-399,008.				
<b>b</b> Net investment income (if negative, enter -0-)		702,572.			
<b>c</b> Adjusted net income (if negative, enter -0-)			191,192.		

**SCANNED NOV 28 2012**

**OPERATING EXPENSES**



17 22

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		31,178.	33,402.	33,402.
	2	Savings and temporary cash investments		162,406.	335,705.	335,705.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use		180,887.	152,382.	152,382.
	9	Prepaid expenses and deferred charges		14,041.	14,133.	14,133.
	10a	Investments – U.S. and state government obligations (attach schedule) STATEMENT 8		235,743.	1,751,318.	1,789,016.
	b	Investments – corporate stock (attach schedule) STATEMENT 9		231,682.	1,231,234.	1,645,189.
	c	Investments – corporate bonds (attach schedule) STATEMENT 10		939,639.	800,240.	807,965.
	11	Investments – land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) STATEMENT 11		6,860,863.	3,730,844.	4,641,974.	
14	Land, buildings, and equipment basis	455,600.				
	Less accumulated depreciation (attach schedule) SEE STMT 12	167,781.	296,345.	287,819.	287,819.	
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I.)		8,952,784.	8,337,077.	9,707,585.	
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)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
NET FUND 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		8,942,658.	8,337,077.	
	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	<b>Total net assets or fund balances</b> (see instructions)		8,952,784.	8,337,077.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		8,952,784.	8,337,077.		

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	8,952,784.
2	Enter amount from Part I, line 27a	2	-399,008.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,553,776.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 13	5	216,699.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,337,077.

**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 K-1 PASSTHROUGH ENTITIES SHORT TERM GAIN	P	VARIOUS	VARIOUS
b K-1 PASSTHROUGH ENTITIES LONG TERM GAIN	P	VARIOUS	VARIOUS
c K-1 PASSTHROUGH ENTITIES SECTION 1231	P	VARIOUS	VARIOUS
d SEE ATTACHED BROWN ADVISORY SUMMARY	P	VARIOUS	VARIOUS
e SEE ATTACHED BROWN ADVISORY SUMMARY	P	VARIOUS	VARIOUS

(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 21,835.			21,835.
b 216,567.			216,567.
c		58.	-58.
d 1,568,303.		1,542,033.	26,270.
e 2,682,953.		2,314,681.	368,272.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (j) over column (k), if any	
a			21,835.
b			216,567.
c			-58.
d			26,270.
e			368,272.

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	632,886.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	48,105.

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8

**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

(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))
2010	1,267,693.	10,337,884.	0.122626
2009	852,811.	9,911,619.	0.086042
2008	1,017,779.	11,705,036.	0.086952
2007	775,703.	13,427,363.	0.057770
2006	663,052.	11,521,999.	0.057547

2 Total of line 1, column (d)	2	0.410937
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	0.082187
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,797,929.
5 Multiply line 4 by line 3	5	805,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,026.
7 Add lines 5 and 6	7	812,288.
8 Enter qualifying distributions from Part XII, line 4	8	1,021,740.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
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	7,026.
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	7,026.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	7,026.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	4,944.	
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	4,944.	
8 Enter any <b>penalty</b> 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	SEE STATEMENT 14	2,160.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	Refunded	

**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 <b>Form 1120-POL</b> 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 <b>Form 990-T</b> 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 instructions) MD IA		
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 <i>General Instruction G</i> ? <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 2011 or the taxable year beginning in 2011 (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> SEE STATEMENT 15	X	

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>BROWN INVESTMENT ADVISORY &amp; 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 <span style="float:right">▶ 15</span>	N/A ▶ <input type="checkbox"/> N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶	16	Yes	No
				X

**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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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 2011 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 2011)	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 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?

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?

N/A  Yes  No

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

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

Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

6b X

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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	226,164.	215,436.	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
CHRISTINE TANABE 122 DUKE OF GLOUCESTER ANNAPOLIS, MD 21401	40	73,000.	0.	0.

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
BETH TUTTLE 17 WEST WALNUT STREET ALEXANDRA, VA 22301	STRATEGIC PLANNING	73,376.
HOME FRONT COMMUNICATIONS 1121 14TH ST. NW #5 WASHINGTON, DC 20005	CREATE WEBSITE	210,726.
KATHLEEN WOLF PO BOX 11334 BAINBRIDGE ISLAND, WA 98110	RESEARCH & DESIGN	62,733.
-----		
-----		
<b>Total</b> 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.

1	Expenses
N/A	
-----	
-----	
-----	

**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 N/A	
-----	
-----	
All other program-related investments. See instructions	
3	0.

**Total.** Add lines 1 through 3

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	8,571,323.
b	Average of monthly cash balances	1b	970,561.
c	Fair market value of all other assets (see instructions)	1c	405,252.
d	<b>Total</b> (add lines 1a, b, and c)	1d	9,947,136.
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	9,947,136.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	149,207.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,797,929.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	489,896.

**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	489,896.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,026.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,026.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	482,870.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	482,870.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	482,870.

**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	1,021,740.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,021,740.
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	7,026.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,014,714.

**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

BAA

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				482,870.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	380,809.			
d From 2009	359,274.			
e From 2010	759,331.			
f Total of lines 3a through e	1,499,414.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,021,740.				
a Applied to 2010, 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 2011 distributable amount				482,870.
e Remaining amount distributed out of corpus	538,870.			
5 Excess distributions carryover applied to 2011 (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	2,038,284.			
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 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,038,284.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	380,809.			
c Excess from 2009	359,274.			
d Excess from 2010	759,331.			
e Excess from 2011	538,870.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

<p><b>1 a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling <span style="float: right;">▶</span></p> <p><b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p><b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p> <p><b>b</b> 85% of line 2a</p> <p><b>c</b> Qualifying distributions from Part XII, line 4 for each year listed</p> <p><b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities</p> <p><b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
<p><b>3</b> Complete 3a, b, or c for the alternative test relied upon</p> <p><b>a</b> 'Assets' alternative test – enter</p> <p>(1) Value of all assets</p> <p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p> <p><b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p> <p><b>c</b> 'Support' alternative test -- enter</p> <p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p> <p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p> <p>(3) Largest amount of support from an exempt organization</p> <p>(4) Gross investment income</p>					

**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
<p><b>a</b> Paid during the year SEE STATEMENT 17</p>				
<p><b>Total</b> <span style="float: right;">▶ 3a</span></p>				<p>415,214.</p>
<p><b>b</b> Approved for future payment</p>				
<p>WASHINGTON PARKS &amp; PEOPLE WASHINGTON, DC 52-1681110,</p>	<p>NONE</p>	<p>501 (C) (3)</p>	<p>2012 COMMUNITY GREENING</p>	<p>30,000.</p>
<p>WASHINGTON PARKS &amp; PEOPLE WASHINGTON, DC 52-168110,</p>	<p>NONE</p>	<p>501 (C) (3)</p>	<p>MERIDIAN HILLTOP GATHERING PLACE</p>	<p>35,000.</p>
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				<p>65,000.</p>





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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

THOMAS & KATHARINE STONER FOUNDATION

Employer identification number

42-1263576

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(\_\_\_\_) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

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

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

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

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 80,254.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 153,822.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 121,895.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 144,384.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	460 SHS AMAZON COM, INC	\$ 80,254.	12/29/11
2	380 SHS APPLE, INC	\$ 153,822.	12/29/11
3	190 SHS GOOGLE, INC	\$ 121,895.	12/29/11
4	3147 SHS STARBUCKS CORP	\$ 144,384.	12/29/11
		\$	
		\$	

BAA

Name of organization

THOMAS & KATHARINE STONER FOUNDATION

Employer identification number

42-1263576

**Part III** Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry  
 For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once See instructions ) ▶ \$ \_\_\_\_\_ N/A  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CLIENT 17

THOMAS &amp; KATHARINE STONER FOUNDATION

42-1263576

11/14/12

07:41AM

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

ITEMS SOLD	AMOUNT
BOOK SALES .....	\$ 2,016.
GROSS SALES.....	\$ 2,016.
LESS RETURNS & ALLOWANCES.....	0.
NET SALES.....	\$ 2,016.
LESS COST OF GOODS SOLD.....	22,963.
GROSS PROFIT FROM SALES OF INVENTORY.....	\$ -20,947.

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
K-1 FORM 4797 ORD INC.....	\$ 317.	317.	
K-1 SECTION 1256 GAIN.....	6,261.	6,261.	
K-1'S CURRENCY TRANS INC.....	-1,649.	-1,649.	
K-1'S ORD INCOME.....	20,736.	20,736.	
K-1'S OTHER INCOME.....	2,145.	2,145.	
TOTAL	\$ 27,810.	\$ 27,810.	0.

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.....	\$ 6,555.			\$ 6,555.
OTHER.....	180.			
TOTAL	\$ 6,735.	\$ 0.	\$ 0.	\$ 6,555.

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.....	\$ 1,610.	\$ 1,610.		
KUPSTAS & KUPSTAS.....	14,434.			
TOTAL	\$ 16,044.	\$ 1,610.	\$ 0.	\$ 0.

CLIENT 17

THOMAS &amp; KATHARINE STONER FOUNDATION

42-1263576

11/14/12

07:42AM

**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
CONSULTING FEES PROJECTS.....	\$ 402,217.			\$ 292,354.
INVESTMENT FEES.....	57,640.	\$ 57,640.		
PARTNERSHIP INVESTMENT FEES.....	18,497.	18,497.		
<b>TOTAL</b>	<b>\$ 478,354.</b>	<b>\$ 76,137.</b>	<b>\$ 0.</b>	<b>\$ 292,354.</b>

**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.....	\$ 22,158.			\$ 17,726.
TAXES - FOREIGN.....	271.	\$ 271.		
TAXES - INCOME.....	112.	112.		
TAXES - OTHER.....	4,426.			
<b>TOTAL</b>	<b>\$ 26,967.</b>	<b>\$ 383.</b>	<b>\$ 0.</b>	<b>\$ 17,726.</b>

**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
AUTO EXPENSES.....	\$ 978.			\$ 489.
BENCH EXPENSES.....	8,276.			8,276.
BOARD MEETINGS.....	14,137.			14,137.
DUES & SUBSCRIPTIONS.....	596.			447.
ENTERTAINMENT.....	560.			
HEALTH PLAN.....	10,916.			6,993.
INDIRECT GRANT EXPENSES.....	4,669.			4,669.
INSURANCE.....	4,265.			2,943.
K-1 PARTNERSHIP OTHER EXPENSES.....	39,315.	\$ 39,315.		
OFFICE EXPENSES.....	10,477.			7,858.
OFFICE MAINTENANCE.....	17,330.			12,997.
POSTAGE & FREIGHT.....	304.			228.
TELEPHONE.....	3,569.			2,677.
TKF LIBRARY.....	179.			179.
UTILITIES.....	3,003.			2,253.
<b>TOTAL</b>	<b>\$ 118,574.</b>	<b>\$ 39,315.</b>	<b>\$ 0.</b>	<b>\$ 64,146.</b>

CLIENT 17

THOMAS &amp; KATHARINE STONER FOUNDATION

42-1263576

11/12/12

11 49AM

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

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FHLMC POOL G10690 7% 7/01/12	COST	\$ 421.	\$ 432.
FNMA POOL #254089 6% 12/01/16	COST	7,090.	7,625.
FNMA POOL #433646 6% 10/01/13	COST	7,735.	8,303.
FNMA POOL #539082 7% 08/01/28	COST	606.	696.
FHLMC POOL G11649 4.5%	COST	22,999.	24,542.
FED FARM CREDIT BKS 5.2% 3/20/13	COST	50,597.	52,963.
FHLMC SERIES R005 5.5% 3/15/16	COST	72,536.	75,979.
FHLMC POOL#C90993 5.5% 10/1/26	COST	32,080.	35,281.
FNMA POOL 888218 5% 03/01/37	COST	37,384.	41,487.
U S TREASURY NOTE 4% 8/15/18	COST	53,097.	58,887.
U S TREASURY NOTE 2% 4/30/16	COST	50,519.	52,797.
FHLMC GOLD POOL # J09470 4.5% 4/1/24	COST	19,228.	19,616.
U S TREASURY NOTE 3.125% 5/15/21	COST	51,381.	55,828.
FHLMC MULTI SER 3571 4% 9/15/24	COST	26,934.	26,974.
FNMA GTD REMIC SER 2010 112 4% 10/25/25	COST	26,860.	26,926.
FNMA POOL AH3431 3.5% 1/1/26	COST	31,207.	32,483.
FHLMC MULTI SER3800 3.5% 2/15/26	COST	31,013.	31,503.
FNMA POOL#AJ5336	COST	76,445.	77,149.
FNMA POOL# MA0073 4.5% 5/1/29	COST	28,436.	29,306.
FNMA POOL#741373 12/1/33	COST	22,330.	23,227.
FNMA POOL# AH6783 4% 3/1/41	COST	64,172.	65,130.
FHLMC MTN .65% 7/18/13	COST	95,015.	95,012.
FHLMC MTN 1.08% 5/7/15	COST	50,098.	50,100.
FNMA MTN 1.55% 6/22/15	COST	75,445.	75,365.
FEDERAL HOME LOAN BANKS 2.25 10/27/21	COST	99,400.	100,124.
FNMA POOL# AE0881	COST	59,608.	59,964.
		\$ 1,092,636.	\$ 1,127,699.

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SO CAR ST PUB SERV AUTH REV 6/2/14	COST	15,000.	15,017.
PORT AUTH NY NJ CFONS 5.309% 12/1/19	COST	10,452.	11,435.
SOUTH CAROLINA ST PUB SVC AUTH REV7/1/13	COST	35,049.	35,054.
SALES TAX ASSET RECEIVABLE CORP NY 4.56%	COST	42,666.	42,576.
BERGEN CNTY NJ SER B 2.675%	COST	61,716.	61,748.
TOBACCO SECURITIZATION AUTH MN 2.643%	COST	15,000.	14,925.
CALIFORNIA ST BUILD AMERICA BONDS 5.25%	COST	53,903.	53,287.
ILLINOIS ST BUILD AMERICA BONDS 4.062%	COST	51,145.	51,744.
MISSISSIPPI ST SER D 1.745%	COST	35,613.	35,730.
ALLEN TX INDEP SCH DIST REF SCH BLDG 4 %	COST	74,857.	75,319.
UNIVERSITY OF CT SER A 5%	COST	76,454.	76,678.
MARYLAND ST ST LOCAL FACS LN 2ND 5%	COST	110,988.	111,548.
UNIV OF TX FING SYS SER E 4%	COST	75,839.	76,256.
		\$ 658,682.	\$ 661,317.
TOTAL		\$ 1,751,318.	\$ 1,789,016.

CLIENT 17

THOMAS &amp; KATHARINE STONER FOUNDATION

42-1263576

11/12/12

11:49AM

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1385 MICROSOFT CORP	COST	\$ 35,973.	\$ 35,955.
895 MERCK & CO	COST	31,588.	33,741.
492 E I DUPONT	COST	23,891.	22,524.
292 3M COMPANY	COST	24,762.	23,865.
380 APPLE INC	COST	32,418.	153,900.
190 GOOGLE INC	COST	56,022.	122,721.
201 EXXON MOBIL CORP	COST	16,311.	17,037.
883 TOTAL S A ADR	COST	46,706.	45,130.
1014 LOWES CO INC	COST	21,435.	25,735.
194 OCCIDENTAL PETRO CORP	COST	14,896.	18,178.
414 NOVATIS AG A D R	COST	22,984.	23,668.
637 ONEBEACON INS GRP	COST	8,702.	9,803.
1107 WISCONSIN ENERGY	COST	35,282.	38,701.
2372 WINDSTREAM CORP	COST	28,749.	27,847.
505 WAL MART	COST	28,173.	30,179.
1313 VALLEY NATL BANCORP	COST	14,912.	16,242.
603 ABBOTT LABS	COST	31,855.	33,907.
463 PEPSICO	COST	30,213.	30,720.
1867 PFIZER INC	COST	37,605.	40,402.
357 PHILIP MORRIS INTL	COST	25,156.	28,017.
625 PLUM CREEK TIMBER CO	COST	24,052.	22,850.
138 PRAXAIR INC	COST	13,570.	14,752.
202 SHERWIN WILLIAMS	COST	16,436.	18,033.
370 T ROWE PRICE	COST	19,217.	21,072.
404 TIME WARNER CABLE INC	COST	27,970.	25,682.
354 UNITED TECHNOLOGIES CORP	COST	27,695.	25,874.
94 V F CORP	COST	10,066.	11,937.
1617 HEALTHCARE SERV GRP	COST	27,338.	28,605.
459 JOHNSON & JOHNSON	COST	29,624.	30,101.
1646 KINDER MORGAN	COST	46,378.	52,952.
466 KOHLS CORP	COST	23,410.	22,997.
949 KRAFT FOODS INC	COST	33,154.	35,455.
278 M&T BANK	COST	21,726.	21,223.
328 MCDONALDS CORP	COST	28,552.	32,908.
1682 ALTRIA GROUP INC	COST	46,386.	49,871.
460 AMAZON .COM	COST	22,660.	79,626.
650 AUTOMATIC DATA PROCESSING	COST	33,971.	35,107.
810 CENTURYLINK INC	COST	29,870.	30,132.
845 CINCINNATI FINL CORP	COST	24,393.	25,739.
455 COCA COLA	COST	30,818.	31,836.
627 CON EDISON INC	COST	35,114.	38,893.
6897 DOMINION RES INC	COST	33,801.	36,466.
384 ERIE INDEMNITY CO	COST	27,957.	30,013.
3147 STARBUCKS CORP	COST	29,443.	144,793.
TOTAL		\$ 1,231,234.	\$ 1,645,189.

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

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AMERICA MOVIL SA DE 5.0% 3/30/20	COST	\$ 15,840.	\$ 16,572.
ICI WILLIMNGTON INC 5.625% 12/01/13	COST	24,658.	26,470.
ONEOK PARTNERS 6.15% 10/1/16	COST	30,190.	34,449.
GENERAL ELECTRIC 5.5% 2/1/2013	COST	21,758.	21,741.
POTASH CORP 5.25% 5/15/2014	COST	21,967.	21,950.
COMCAST CORP 5.3% 1/15/2014	COST	21,672.	21,551.
CHARLES SCHWAB CORP 4.95% 6/1/14	COST	21,770.	21,675.
GTE CORP 6.84% 4/15/2018	COST	16,184.	17,967.
BERKLEY 5.875% 2/15/13	COST	15,292.	15,435.
BERKSHIRE HATHAWAY INC 3.25 2/11/15	COST	19,985.	21,203.
BANK OF AMERICA 4.0% 3/23/17	COST	15,000.	14,616.
MANUF TRADERS TR SER 144A 4/1/13	COST	14,962.	14,851.
JPMORGAN CHASE MED TERM 1/24 14	COST	15,052.	14,773.
GOLDMAN SACHS GRP 2/7/14	COST	15,017.	14,021.
G E CAP CORP MED TERM 2.5% 8/11/15	COST	14,963.	14,300.
DUKE CAPITAL CORP 6.75% 7/15/18	COST	17,032.	16,889.
ENTERPRISE PRODUCTS 5.2% 9/1/20	COST	16,434.	16,603.
BOSTON PROP LP 5.625% 11/15/20	COST	16,559.	16,740.
HOME DEPOT 4.4% 4/1/21	COST	14,998.	16,912.
ATT INC 3.875% 8/15/21	COST	15,293.	15,866.
DOUBLE LINE EMG MKTS INC	COST	100,954.	99,413.
MORGAN STANLEY 6.65 % 4/1/12	COST	20,222.	20,166.
MANUF TRADERSBTR SER144A 4/1/13	COST	14,985.	14,851.
JP MORGAN CHASE CO 1/24/14	COST	19,850.	19,697.
CONOCOPHILLIPS 4.75%/ 2/1/14	COST	21,616.	21,600.
GOLDMAN SACHS GROUP INC 2/7/14	COST	19,010.	18,694.
PEPSIAMERICAS INC 4.375% 2/15/14	COST	21,454.	21,468.
CHEVRON CORP 3.95% 3/3/14	COST	21,453.	21,388.
BOEING CO 5% 3/15/14	COST	21,842.	21,889.
VERIZON COMMUNICATIONS 3/28/14	COST	20,058.	19,974.
DEERE COMPANY 6.95% 4/25/14	COST	22,855.	22,736.
WAL MART STORES INC 3.2% 5/15/14	COST	21,180.	21,122.
AMERICAN EXPRESS CREDIT CO 6/24/14	COST	19,561.	19,616.
SBC COMMUNICATIONS 5.1% 9/15/14	COST	22,082.	22,029.
AMGEN INC 1.875% 11/15/14	COST	25,012.	25,324.
CONSOLIDATED NAT GAS CO 5% 12/1/14	COST	21,972.	21,917.
SHELL INTERNATIONAL FIN 4% 3/21/14	COST	21,508.	21,497.
	TOTAL	\$ 800,240.	\$ 807,965.

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

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BIA VENTURE INVESTORS - JMI IV	COST	\$ 0.	\$ 45,188.
BIA INVESTORS - TRIDENT CAPITAL	COST	26,157.	35,655.
BIA VENTURE PARTNERS - BAKER COMM	COST	22,420.	19,628.
BIA VENTURE PARTNERS - INTERSOUTH	COST	9,137.	17,549.
BIA INVESTORS LP ACCEL VIII	COST	19,764.	23,953.

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
BROWNSIA INV - CHARLESBANK	COST	\$ 0.	\$ 35,897.
BROWN IA ROBINSON CROSSING	COST	83,942.	223,577.
BRENTON COMMUNITIES FUND VI MEL RAY LLC	COST	50,000.	50,000.
ELEVATION PARTNERS	COST	56,015.	114,643.
SILVER LAKE PARTNERS II	COST	38,650.	84,949.
SYMPHONY CAPITAL VENTURE PARTNERS	COST	149,503.	100,914.
STONE ARCH CAPITAL	COST	120,053.	120,053.
NORTHSTAR MEZZANINE PARTNERS IV	COST	217,005.	217,005.
OVERLOOK PARTNERS FD LP	COST	500,000.	862,535.
HLM VENTURE PARTNERS	COST	61,670.	52,910.
BROWN ADVISORY VENTURE GROWTH PRTRS 2006	COST	51,184.	78,889.
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.
POINT 406 VENTURES I LP	COST	64,252.	72,179.
PHILLIPS EDISON STRAT INV FD LLC	COST	111,862.	128,742.
FIVE CORNERS PARTNERS LP	COST	400,000.	571,834.
FSP 303 EAST WACKER DRIVE CORP	COST	150,000.	150,000.
BAIN CAPITAL X	COST	62,494.	60,634.
BRENTON FINANCE LLC	COST	120,000.	120,000.
GOLUB CAPITAL MEZZANINE PARTNERS	COST	115,887.	117,709.
BAI COUNTERBALANCE EQUITY FD TRANCHE A	COST	500,000.	534,851.
BRENTON COMMUNITIES FD II BOONE, LA, LLC	COST	100,000.	100,000.
BAI INTERMED INC FD	COST	220,406.	220,223.
535 PUBLIC STORAGE 6.355 PRFD STK	COST	13,368.	14,397.
690 PUBLIC STORAGE 6.875% PRFD STK	COST	18,385.	19,775.
ISHARES IBOX INVESTMENT GRADE CORP	COST	51,545.	51,192.
TOTAL OTHER PUBLICLY TRADED SECURITIES		\$ 3,683,699.	\$ 4,594,881.

OTHER SECURITIES

5175 WELLS FARG ADJ RATE INS	COST	47,145.	47,093.
TOTAL OTHER SECURITIES		\$ 47,145.	\$ 47,093.
TOTAL		\$ 3,730,844.	\$ 4,641,974.

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 25,000.	\$ 25,000.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	44,647.	44,266.	381.	381.
MACHINERY AND EQUIPMENT	48,615.	38,181.	10,434.	10,434.
IMPROVEMENTS	337,338.	60,334.	277,004.	277,004.
TOTAL	\$ 455,600.	\$ 167,781.	\$ 287,819.	\$ 287,819.

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

LIMITED PARTNERSHIP COST BASIS ADJUSTMENTS

	\$	216,699.
TOTAL	\$	<u>216,699.</u>

**STATEMENT 14**  
**FORM 990-PF, PART VI, LINE 9**  
**TAX DUE**

TAX DUE  
 LATE PAYMENT PENALTY  
 LATE INTEREST

	\$	2,082.
		62.
		16.
TOTAL	\$	<u>2,160.</u>

**STATEMENT 15**  
**FORM 990-PF, PART VII-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

NAME OF SUBSTANTIAL CONTRIBUTOR                      ADDRESS OF SUBSTANTIAL CONTRIBUTOR

THOMAS H STONER

3065 RUNDELAC RD  
 ANNAPOLIS, MD 21403

**STATEMENT 16**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

THOMAS H. STONER  
 KATHARINE E. STONER

**STATEMENT 17**  
**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

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**STATEMENT 18  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BALTIMORE CLAYWORKS BALTIMORE, MD 52-1409133,	NONE		2011 ENHANCEMENT GRANT	\$ 17,200.
GOVANS PRESBYTERIAN CHURCH BALTIMORE, MD 29-031052,	NONE		2011 ENHANCEMENT GRANT. CONCERT SERIES, TRAINING	457.
PARKS & PEOPLE'S FOUNDATION BALTIMORE MD 52-1349346,	NONE		2011 COMMUNITY GREENING	30,000.
ASSOC OF BALT AREA GRANTMAKERS BALTIMORE, MD 52-1326863,	NONE		GENERAL SUPPORT	1,200.
PROVIDENCE HEALTH FOUNDATION N E WASHINGTON, DC. 20017 52-1275583,	NONE		2011 ENHANCEMENT GRANT	6,171.
UNIV OF MARYLAND BALT CO. CATONSVILLE, MD 52-6002033,	NONE		2011 IN KIND GIFT	437.
JOHNS HOPKINS BAYVIEW MED CTR BALTIMORE, MD 52-1341890,	NONE		2011 ENHANCEMENT GRANT	393.
LEAGUE FOR PEOPLE W/ DISABILIT BALTIMORE, MD. 52-0591579,	NONE		2011 ENHANCEMENT GRANT	8,800.
UNITY GARDENS CROWNSVILLE, MD 43-2026301,	NONE		2011 COMMUNITY GREENING	30,000.
ANNAPOLIS MARITIME MUSEUM ANNAPOLIS, MD. 52-1664577,	NONE		2011 LARGE BENCH IN KIND	1,210.
CITY OF ANNAPOLIS ANNAPOLIS, MD 52-6000764,	NONE		4TH STREET CITY PARK	840.
CRISPUS ATTUCKS DEVELOPMENT CO WASHINGTON ,DC 52-1084840,	NONE		2011 ENRICHMENT	10,000.

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**STATEMENT 18 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRANKLIN SQUARE HOSPITAL CENTE BALTIMORE, MD 52-0608007,	NONE	501 (C) (3)	2011 ENRICHMENT	\$ 17,600.
ST PHILIP THE EVANGELIST CHURC WASHINGTON , DC 53-0196608,	NONE		2011 GROUNDBREAKING CONSTRUCTION	1,322.
AMERICAN COMM GARDENING ASSOC PHILADELPHIA, PA 23-2161919,	NONE		DUES	120.
MARYLAND HALL FOR CREATIVE ART ANNAPOLIS, MD 2010 ENHANCEMENT GRANT,	NONE		2011 ENHANCEMENT GRANT	972.
AMAZING GRACE EVANGELICAL CHCH BALTIMORE, MD 52-1994645,	NONE		2011 LABYRINTH SIGN	507.
MARIAN HOUSE BALTIMORE, MD 52-1243849,	NONE		2011 ENRICHMENT	13,120.
ANNE ARUNDEL MEDICAL CTR. FDN ANNAPOLIS MD 31-002547,	NONE		2011 ENRICHMENT	25,000.
UNIV OF MD COLLEGE PARK FDN COLLEGE PARK, MD 52-2197313,	NONE		60 BOOKS IN KIND	900.
AMERICAN VISIONARY ART MUSEUM BALTIMORE, MD. 52-1608934,	NONE		2011 ENRICHMENT	8,000.
AMERICAN PSYCHOLOGICAL ASSOCIATION WASHINGTON, DC 53-0205890,	NONE		2011 ENHANCEMENT GRANT	4,395.
NEWBORN HOLISTIC MINISTRIES BALTIMORE, MD 52-2002294,	NONE		2011 ENRICHMENT	11,000.

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**STATEMENT 18 (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>
A WIDER CIRCLE BETHESDA, MD 52-2345144,	NONE		SIBLEY PLAZA SENIOR CENTER HEALING GARDEN	\$ 146,120.
CHEASAPEAKE BAY FOUNDATION ANNAPOLIS, MD. 52-6065757,	NONE		2011 ENHANCEMENT GRANTS	600.
FRIENDS OF N E INTERFAITH PEACE GARDEN BALTIMORE, MD 20-8887587,	NONE		2011 ENHANCEMENT GRANT	4,507.
JUVENILE AGENCY VOLUNTEER AUXILIARY ELKTON, MD 52-1734508,	NONE		2011 ENRICHMENT	4,000.
ST. LUKE'S EPISCOPAL CHURCH BETHESDA, MD 52-0681145,	NONE		2011 1 LARGE BENCH IN KIND	1,486.
VILLAGE LEARNING PLACE BALTIMORE, MD 52-2109848,	NONE		2011 ENRICHMENT	13,222.
BON SECOURS SPIRITUAL CENTER MARRIOTTSVILLE, MD 29-017960,	NONE		2011 ENRICHMENT GRANT	20,007.
ADVOCATES FOR THE SURVIVORS OF TORTURE & BALTIMORE, MD 52-2025813,	NONE		2011 ENRICHMENT	2,155.
MCI-J MEDITATION GARDEN PROJECT JESSUP, MD 30-002563,	NONE		REFLECTION GARDEN AND TREE FARM	7,837.
TOWN OF BERWICK BERWICK, NOVA SCOTIA , CANADA	NONE		GRANT IN HONOR OF MARGO	251.
ST. BARTHOLOMEW'S EPISCOPAL CHURCH BALTIMORE, MD 29-056067,	NONE		2011 ENHANCEMENT GRANT	457.

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STATEMENT 18 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST. PAUL'S SCHOOL BROOKLANDVILLE , MD 52-0591463,	NONE		2011 ENRICHMENT	\$ 12,029.
LIGHT HOUSE HOMELESS PREVENTION CTR ANNAPOLIS, MD 52-1671388,	NONE		2011 PLANTINGS	250.
GOVANS ECUMENICAL DEVELOPMENT CORP BALTIMORE, MD 52-6172018,	NONE		2011 ENRICHMENT	10,488.
GARRISON INSTITUTE GARRISON, NY 01-0597067,	NONE		2011 BENCH	1,891.
HILLSMERE ELEMENTARY SCHOOL ANNAPOLIS, MD 52-730144,	NONE		2011 BENCH	270.
TOTAL \$				<u>415,214.</u>