

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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, 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)
▶ \$ 9,270,047.
- J** Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	1,002,500.			
2	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	45,452.	45,452.	45,452.	
4	Dividends and interest from securities	113,199.	113,199.	113,199.	
5a	Gross rents	42,778.	42,778.	42,778.	
b	Net rental income or (loss) 42,778.				
6a	Net gain/(loss) from sale of assets not on line 10	643,143.			
b	Gross sales price for all assets on line 6a 4,977,984.				
7	Capital gain net income (from Part IV, line 2)		643,143.		
8	Net short-term capital gain			22,090.	
9	Income modifications				
10a	Gross sales less returns and allowances 132.				
b	Less Cost of goods sold 17,487.				
c	Gross profit/(loss) (att sch) SEE ST 1	-17,355.		-17,355.	
11	Other income (attach schedule) SEE STATEMENT 2	24,165.	24,165.		
12	Total. Add lines 1 through 11	1,853,882.	868,737.	206,164.	
13	Compensation of officers, directors, trustees, etc	128,852.			75,121.
14	Other employee salaries and wages	155,379.			137,879.
15	Pension plans employee benefits	4,178.			3,175.
16a	Legal fees (attach schedule) SEE ST 3	4,849.			4,814.
b	Accounting fees (attach sch) SEE ST 4	15,804.	1,249.		
c	Other prof fees (attach sch) SEE ST 5	423,003.	48,745.		371,871.
17	Interest	131.	131.		
18	Taxes (attach schedule) (see instrs) SEE STMT 6	33,975.	1,940.		15,965.
19	Depreciation (attach sch) and depletion SEE STMT 7	11,327.			
20	Occupancy	57,181.			42,886.
21	Travel, conferences, and meetings	7,194.			7,194.
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 8	87,729.			51,259.
24	Total operating and administrative expenses. Add lines 13 through 23	929,602.	52,065.		710,164.
25	Contributions, gifts, grants paid PART XV	830,269.			830,269.
26	Total expenses and disbursements. Add lines 24 and 25	1,759,871.	52,065.	0.	1,540,433.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	94,011.			
b	Net investment income (if negative, enter -0-)		816,672.		
c	Adjusted net income (if negative, enter -0-)			206,164.	

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 ADMINISTRATIVE EXPENSES AND OPERATING

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing		40,344.	40,763.	40,763.	
	2	Savings and temporary cash investments		883,115.	385,842.	385,842.	
	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			141,664.	113,633.	113,633.
	9	Prepaid expenses and deferred charges			755.	12,472.	12,472.
	10a	Investments – US and state government obligations (attach schedule) STATEMENT 9			1,667,001.	1,207,392.	1,208,034.
	b	Investments – corporate stock (attach schedule) STATEMENT 10			1,150,455.	1,014,855.	1,392,622.
	c	Investments – corporate bonds (attach schedule) STATEMENT 11			1,469,908.	1,091,969.	1,084,695.
	11	Investments – land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule) STATEMENT 12			2,640,642.	4,019,465.	4,767,730.	
14	Land, buildings, and equipment basis ▶ 439,598.						
	Less: accumulated depreciation (attach schedule) SEE STMT 13 ▶ 175,342.			275,583.	264,256.	264,256.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			8,269,467.	8,150,647.	9,270,047.	
LIABILITIES	17	Accounts payable and accrued expenses		85.	6,616.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			85.	6,616.	
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		8,269,382.	8,144,031.		
	25	Temporarily restricted					
	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 instructions)			8,269,382.	8,144,031.		
31	Total liabilities and net assets/fund balances (see instructions)			8,269,467.	8,150,647.		

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	8,269,382.
2	Enter amount from Part I, line 27a	2	94,011.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,363,393.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	219,362.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,144,031.

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 15			
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	643,143.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8] —	3	22,090.

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))
2012	1,298,515.	9,037,584.	0.143679
2011	1,010,214.	9,797,929.	0.103105
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

2 Total of line 1, column (d)	2	0.542404
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	0.108481
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,765,043.
5 Multiply line 4 by line 3	5	950,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,167.
7 Add lines 5 and 6	7	959,008.
8 Enter qualifying distributions from Part XII, line 4	8	1,540,433.

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	8,167.
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	8,167.
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	8,167.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	12,000.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
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	1.
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	3,832.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 3,832. Refunded	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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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 instructions) <u>MD IA</u>		
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 2013 or the taxable year beginning in 2013 (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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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	N/A
16	At any time during calendar year 2013, 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 ▶		Yes	No
		16		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
1 a 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 ▶ <input type="checkbox"/>	1 b	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 2013?	1 c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 instructions)	2 b	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 __		
3 a 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 2013 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 2013.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2013?	4 b	X

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

5 a 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? Yes No
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

6 a 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 'Yes' to 6b, file Form 8870

7 a 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 N/A

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 F. WYATT 21 WAINWRIGHT AVENUE ANNAPOLIS, MD 21403	SECRETARY 40.00	125,201.	3,651.	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	ADMINISTRATIV 40	87,500.	2,340.	0.
GRETCHEN WARWICK 926 WINDSOR AVENUE ANNAPOLIS, MD 21403	ADMINISTRATIV 40	67,879.	1,578.	0.

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

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
ELIZABETH HOUSLEY 5758 28TH AVE NE SEATTLE, WA 98105	STRATEGIC PLANNING	30,600.
HOME FRONT COMMUNICATIONS 1121 14TH ST. NW #5 WASHINGTON, DC 20005	CREATE WEBSITE	308,897.
KATHLEEN WOLF PO BOX 11334 BAINBRIDGE ISLAND, WA 98110	RESEARCH & DESIGN	33,596.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	
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	1 a	7,833,156.
b	Average of monthly cash balances	1 b	620,242.
c	Fair market value of all other assets (see instructions)	1 c	445,123.
d	Total (add lines 1a, b, and c)	1 d	8,898,521.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,898,521.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	133,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,765,043.
6	Minimum investment return. Enter 5% of line 5	6	438,252.

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	438,252.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	8,167.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	8,167.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	430,085.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	430,085.
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	430,085.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	1,540,433.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,540,433.
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	8,167.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,532,266.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				430,085.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	380,809.			
b From 2009	359,274.			
c From 2010	759,331.			
d From 2011	534,370.			
e From 2012	868,692.			
f Total of lines 3a through e	2,902,476.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,540,433.				
a Applied to 2012, 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 2013 distributable amount				430,085.
e Remaining amount distributed out of corpus	1,110,348.			
5 Excess distributions carryover applied to 2013 (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	4,012,824.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	380,809.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,632,015.			
10 Analysis of line 9				
a Excess from 2009	359,274.			
b Excess from 2010	759,331.			
c Excess from 2011	534,370.			
d Excess from 2012	868,692.			
e Excess from 2013	1,110,348.			

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 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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 16

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 or e-mail of the person to whom applications should be addressed.
 SEE STATEMENT 17

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

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

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 18				
Total				▶ 3 a 830,269.
b Approved for future payment SEE STATEMENT 19				
Total				▶ 3 b 3,719,085.

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**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, 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) (2013)

Name of organization

THOMAS & KATHARINE STONER FOUNDATION

Employer identification number

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 -----	\$ 895,396.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 82,246.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	THOMAS H STONER ----- 3065 RUNDELAC RD ----- ANNAPOLIS, MD 21403 -----	\$ 20,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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	42,496 SHS BA SMALL CAP FUNDAMENTAL	\$ 895,396.	8/27/13
2	135 SHS MASTERCARD INC	\$ 82,246.	8/27/13
3	949 SHS BA SMALL CAP FUNDAMENTAL	\$ 20,000.	8/28/13
		\$	
		\$	
		\$	

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

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

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

<u>ITEMS SOLD</u>	<u>AMOUNT</u>
BOOK SALES	\$ 132.
GROSS SALES	\$ 132.
LESS RETURNS & ALLOWANCES	0.
NET SALES	\$ 132.
LESS COST OF GOODS SOLD	17,487.
GROSS PROFIT FROM SALES OF INVENTORY	<u>\$ -17,355.</u>

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

	<u>(A)</u> <u>REVENUE</u> <u>PER BOOKS</u>	<u>(B) NET</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>(C)</u> <u>ADJUSTED</u> <u>NET INCOME</u>
K- 1'S ROYALTY	\$ 52.	\$ 52.	
K-1 SECTION 1256 GAIN	288.	288.	
K-1'S ORD INCOME	13,637.	13,637.	
K-1'S OTHER INCOME	10,188.	10,188.	
TOTAL	<u>\$ 24,165.</u>	<u>\$ 24,165.</u>	<u>\$ 0.</u>

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

	<u>(A)</u> <u>EXPENSES</u> <u>PER BOOKS</u>	<u>(B) NET</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>(C)</u> <u>ADJUSTED</u> <u>NET INCOME</u>	<u>(D)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
HARRISON WEATHERALL	\$ 4,849.			\$ 4,814.
TOTAL	<u>\$ 4,849.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,814.</u>

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

	<u>(A)</u> <u>EXPENSES</u> <u>PER BOOKS</u>	<u>(B) NET</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>(C)</u> <u>ADJUSTED</u> <u>NET INCOME</u>	<u>(D)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
BIA -PARTNERSHIPS	\$ 1,249.	\$ 1,249.		
KUPSTAS & KUPSTAS	14,555.			
TOTAL	<u>\$ 15,804.</u>	<u>\$ 1,249.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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**STATEMENT 7 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
3/13/08	400	387	S/L		5	13	0	0
VIDEO CAMERA								
8/05/08	763	676	S/L		5	87	0	0
PROFESSIONAL CAMERA								
5/06/09	850	623	S/L		5	170	0	0
TELEVISION								
4/09/10	360	198	S/L		5	72	0	0
DELL LAPTOP								
11/17/10	843	352	S/L		5	169	0	0
PRINTER/COPY/FAX (3)								
11/10/10	1,524	661	S/L		5	305	0	0
TELEVISION								
1/15/11	1,078	432	S/L		5	216	0	0
DESKTOP COMPUTERS								
5/27/11	2,732	865	S/L		5	546	0	0
SOFTWARE								
6/30/11	142	71	S/L		3	47	0	0
NETWORK SERVER								
7/12/11	3,740	1,122	S/L		5	748	0	0

**STATEMENT 8
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	\$ 1,549.			\$ 775.
BENCH EXPENSES	5,991.			5,991.
BOARD MEETINGS	4,001.			4,001.
COMPUTER EXPENSE	339.			269.
DUES & SUBSCRIPTIONS	200.			
ENTERTAINMENT	506.			
HEALTH PLAN	9,858.			7,295.
INDIRECT GRANT EXPENSES	7,747.			7,747.
INSURANCE	5,058.			3,490.
K-1 PARTNERSHIP OTHER EXPENSES	21,070.			
MEDIA MARKETINGEXPENSE	3,870.			
OFFICE EXPENSES	5,665.			4,249.
OFFICE MAINTENANCE	11,282.			8,462.
POSTAGE & FREIGHT	149.			112.
PROGRAM SUPPORT	3,878.			3,878.
TELEPHONE	3,884.			2,913.
TKF LIBRARY	262.			262.
UTILITIES	2,420.			1,815.
TOTAL	\$ 87,729.	\$ 0.	\$ 0.	\$ 51,259.

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THOMAS & KATHARINE STONER FOUNDATION

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STATEMENT 9
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>
U S TREASURY NOTE 4% 8/15/18	COST	\$ 52,224.	\$ 55,457.
FHLMC MTN .375% 2/27/2014	COST	49,966.	50,019.
FHLMC MTN 1.25 12/26/2017	COST	100,393.	98,990.
US TREAS NOTES 2.375% 10/31/14	COST	386,946.	386,962.
FNMA MTN 1.65% 2/28/19	COST	65,082.	62,984.
US TREAS NOTE 1.25% 10/31/2015	COST	15,256.	15,248.
US TREAS NOTE .875% 1/31/17	COST	55,573.	55,052.
		\$ 725,440.	\$ 724,712.
<u>STATE/MUNICIPAL OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PORT AUTH NY NJ CFONS 5.309% 12/1/19	COST	10,354.	11,301.
TOBACCO SECURITIZATION AUTH MN 2.643%	COST	15,000.	15,048.
CALIFORNIA ST BUILD AMERICA BONDS 5.25%	COST	50,440.	50,633.
ILLINOIS ST BUILD AMERICA BONDS 4.062%	COST	50,128.	50,416.
MISSISSIPPI ST SER D 1.745%	COST	35,183.	35,427.
OSHKOSH WI STORM WTR 2.2 5/1/2015	COST	81,213.	80,769.
UNIV OF CA REV BD 7/01/2041	COST	60,000.	59,974.
NYC NY MUNI WTR 5.0 6/15/2014	COST	76,562.	76,667.
MEDICAL UNIV HOSP AUTH SC 5.33% 8/15/14	COST	103,072.	103,087.
		\$ 481,952.	\$ 483,322.
	TOTAL	\$ 1,207,392.	\$ 1,208,034.

STATEMENT 10
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>
320 OCCIDENTAL PETRO CORP	COST	\$ 24,031.	\$ 30,432.
1268 ONEBEACON INS GRP	COST	17,430.	20,060.
1158 PUBLIC STORAGE 5.9 PRFD STK	COST	28,652.	25,013.
623 PUBLIC STORAGE 6.875% PRFD STK	COST	16,474.	15,598.
1570 WINDSTREAM CORP	COST	13,314.	12,529.
373 WAL MART	COST	21,727.	29,351.
963 PFIZER INC	COST	15,638.	29,497.
399 PHILIP MORRIS INTL	COST	30,158.	34,765.
832 PLUM CREEK TIMBER CO	COST	34,027.	38,696.
140 PRAXAIR INC	COST	13,965.	18,204.
357 T ROWE PRICE	COST	18,864.	29,906.
58 TIME WARNER CABLE INC	COST	1,618.	7,859.
312 UNITED TECHNOLOGIES CORP	COST	23,617.	35,506.
708 V F CORP	COST	22,218.	44,137.
982 HEALTHCARE SERV GRP	COST	16,683.	27,859.
370 JOHNSON & JOHNSON	COST	24,369.	33,888.
1620 KINDER MORGAN	COST	46,924.	58,320.
351 KRAFT FOODS INC	COST	13,011.	18,922.
287 M&T BANK	COST	23,699.	33,413.
288 MCDONALDS CORP	COST	23,877.	27,945.
1474 ALTRIA GROUP INC	COST	26,220.	56,587.

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THOMAS & KATHARINE STONER FOUNDATION

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
586 AUTOMATIC DATA PROCESSING	COST	\$ 23,463.	\$ 47,348.
508 CINCINNATI FINL CORP	COST	13,979.	26,604.
560 COCA COLA	COST	13,265.	23,134.
299 DOMINION RES INC	COST	14,333.	19,342.
355 ERIE INDEMNITY CO	COST	25,209.	25,958.
289 GAMESTOP CORP	COST	6,187.	14,236.
474 MONDELEZ INT'L W I	COST	10,419.	16,732.
511 PACCAR INC	COST	19,561.	30,236.
470 ACCENTURE PLC	COST	25,605.	38,643.
608 NOVARTIS AG	COST	34,154.	48,871.
681 TOTAL SA ADR	COST	32,798.	41,725.
909 UNILEVER N V	COST	31,188.	36,569.
562 ABBVIE INC	COST	16,559.	29,679.
64 APPLE INC	COST	28,118.	35,905.
1017 BEST BUY CO INC	COST	18,241.	40,558.
925 FIRSTMERIT CORP	COST	20,666.	20,563.
575 JP MORGAN CHASE	COST	28,222.	33,626.
633 MERCK AND CO INC	COST	21,800.	31,682.
1405 MICROSOFT CORP	COST	37,187.	52,561.
800 PLAINS GROUP HOLDINGS LP	COST	18,948.	21,416.
455 QUALCOM INC	COST	29,688.	33,784.
1120 REDWOOD TRUST	COST	20,084.	21,694.
360 WP CAREY INC	COST	22,385.	22,086.
535 GARMAN LTD	COST	21,943.	24,712.
585 ROGERS COMMUNICATION INC	COST	24,337.	26,471.
	TOTAL	\$ 1,014,855.	\$ 1,392,622.

STATEMENT 11
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POTASH CORP 5.25% 5/15/2014	COST	\$ 20,312.	\$ 20,343.
COMCAST CORP 5.3% 1/15/2014	COST	20,032.	20,029.
BERKSHIRE HATHAWAY INC 3.20 2/11/15	COST	19,985.	20,614.
JPMORGAN CHASE MED TERM 1/24 14	COST	20,028.	20,200.
G E CAP CORP MED TERM 5.5% 6/04/2014	COST	20,313.	20,436.
CONOCOPHILLIPS 4.75%/ 2/1/14	COST	6,020.	6,020.
GOLDMAN SACHS GROUP INC 2/7/14	COST	19,952.	20,014.
PEPSIAMERICAS INC 4.375% 2/15/14	COST	20,084.	20,092.
BOEING CO 5% 3/15/14	COST	20,173.	20,184.
AMERICAN EXPRESS CREDIT CO 6/24/14	COST	19,916.	20,069.
AMGEN INC 1.875% 11/15/14	COST	25,004.	25,279.
SHELL INTERNATIONAL FIN 4% 3/21/14	COST	20,152.	20,159.
AT&T INC 5.1 9/15/2014	COST	20,549.	20,637.
VANGUARD INTERMED TERM C	COST	101,533.	99,654.
VANGUARD SHORT TERM GR ADMIN	COST	117,429.	116,448.
DELAWARE HI YID CL I	COST	340,024.	344,295.
JOHN DEERE CAPITAL CORP .875% 4/17/15	COST	20,100.	20,113.
METROPOLITAN WEST TR BOND I	COST	260,363.	250,109.
	TOTAL	\$ 1,091,969.	\$ 1,084,695.

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THOMAS & KATHARINE STONER FOUNDATION

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**STATEMENT 12
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
BIA VENTURE INVESTORS - JMI IV	COST	\$ 0.	\$ 12,215.
BIA INVESTORS - TRIDENT CAPITAL	COST	15,082.	45,933.
BIA VENTURE PARTNERS - BAKER COMM	COST	19,239.	26,755.
BIA VENTURE PARTNERS - INTERSOUTH	COST	6,656.	9,066.
BIA INVESTORS LP ACCEL VIII	COST	7,349.	19,072.
BROWNSIA INV - CHARLESBANK	COST	0.	18,770.
BROWN IA ROBINSON CROSSING	COST	83,942.	223,577.
BRENTON COMMUNITIES FUND VI MEL RAY LLC	COST	50,000.	50,000.
ELEVATION PARTNERS	COST	25,370.	14,507.
SILVER LAKE PARTNERS II	COST	13,298.	68,747.
SYMPHONY CAPITAL VENTURE PARTNERS	COST	92,985.	60,492.
1.0 STONE ARCH CAPITAL	COST	135,696.	135,696.
NORTHSTAR MEZZANINE PARTNERS IV	COST	173,858.	173,858.
HLM VENTURE PARTNERS	COST	55,470.	44,718.
BROWN ADVISORY VENTURE GROWTH PRTRS 2006	COST	57,831.	78,650.
BRENTON COMMUNITIES FD VII COUNTRY LV	COST	50,000.	50,000.
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	67,322.	86,360.
PHILLIPS EDISON STRAT INV FD LLC	COST	3,877.	57,942.
FIVE CORNERS PARTNERS LP	COST	200,000.	391,213.
FSP 303 EAST WACKER DRIVE CORP	COST	150,000.	60,000.
BAIN CAPITAL X	COST	81,806.	94,160.
BRENTON FINANCE LLC	COST	120,000.	120,000.
GOLUB CAPITAL MEZZANINE PARTNERS	COST	94,976.	105,124.
BRENTON COMMUNITIES FD II BOONE, LA, LLC	COST	100,000.	100,000.
BAI INTERMED INC FD	COST	641,994.	610,684.
9560 FPA CRESCENT PORTFOLIO	COST	271,715.	315,112.
BROWN ADV MORT SEC INV	COST	240,694.	240,694.
19,474 BROWN ADV EMG MKTS INS	COST	200,000.	188,315.
BROWN ADV SM CAP FUND VAL	COST	488,086.	781,150.
NEUBERGER BERMAN LONG SH INS	COST	301,313.	314,014.
BROWN ADV MORT SEC INV	COST	70,906.	70,906.
		<u>TOTAL \$ 4,019,465.</u>	<u>\$ 4,767,730.</u>

**STATEMENT 13
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 8,998.	\$ 8,998.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	44,647.	44,608.	39.	39.
MACHINERY AND EQUIPMENT	48,615.	43,942.	4,673.	4,673.
IMPROVEMENTS	337,338.	77,794.	259,544.	259,544.
TOTAL	<u>\$ 439,598.</u>	<u>\$ 175,342.</u>	<u>\$ 264,256.</u>	<u>\$ 264,256.</u>

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

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STATEMENT 14
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

INVESTMENT FEES ALLOCATED TO TAX EXEMPT INCOME	\$	17.
LIMITED PARTNERSHIP COST BASIS ADJUSTMENTS		219,345.
TOTAL	\$	219,362.

STATEMENT 15
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	K-1 PASSTHROUGH ENTITIES SHORT TERM GAIN	PURCHASED	VARIOUS	VARIOUS
2	K-1 PASSTHROUGH ENTITIES LONG TERM GAIN	PURCHASED	VARIOUS	VARIOUS
3	K-1 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	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

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)
1	11,552.		0.	11,552.				\$ 11,552.
2	169,657.		0.	169,657.				169,657.
3	29,187.		0.	29,187.				29,187.
4	2225909.		2215371.	10,538.				10,538.
5	2494018.		2119470.	374,548.				374,548.
6	47,661.		0.	47,661.				47,661.
							TOTAL	\$ 643,143.

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:
E-MAIL ADDRESS:
FORM AND CONTENT: ABAG COMMON GRANT APPLICATION FORM
SUBMISSION DEADLINES: OCTOBER 1ST
RESTRICTIONS ON AWARDS: ONLY 501(C)3 ORGANIZATIONS

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

42-1263576

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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
PARKS & PEOPLE'S FOUNDATION BALTIMORE MD 52-1349346, MD 21211	NONE	501 (C) (3)	2013 COMMUNITY GREENING	\$ 30,500.
LEAGUE FOR PEOPLE W/ DISABILIT BALTIMORE, MD. 52-0591579, MD 21239	NONE	501 (C) (3)	GARDEN ENRICHMENT AT THE LEAGUE'S CAMPUS AND FOR PROGRAMMING SUPPORT FOR A PILOT VOCATIONAL HORTICULTURE PROGRAM	32,000.
UNITY GARDENS CROWNSVILLE, MD 43-2026301, MD 21032	NONE	501 (C) (3)	2013 COMMUNITY GREENING	30,000.
CITY OF ANNAPOLIS ANNAPOLIS, MD 52-6000764, MD 21401	NONE	501 (C) (3)	ERG 2012, INDIRECT GRANT FOR ANNAPOLIS WATERWORKS PARK BENCH REPAIR	1,826.
AMERICAN COMM GARDENING ASSOC PHILADELPHIA, PA 23-2161919, PA 19103	NONE	501 (C) (3)	DUES	100.
MARYLAND HALL FOR CREATIVE ART ANNAPOLIS, MD 2010 ENHANCEMENT GRANT, MD 21401	NONE	501 (C) (3)	2012 ENHANCEMENT GRANT	188.
UNIV OF MD COLLEGE PARK FDN COLLEGE PARK, MD 52-2197313, MD 20742	NONE	501 (C) (3)	THIRD PHASE OF A THREE YEAR GARDEN ENRICHMENT PLAN TO INFORM AND EDUCATE THE UMCP COMMUNITY ABOUT THE GARDEN	51,000.
AMERICAN PSYCHOLOGICAL ASSOCIATION WASHINGTON, DC 53-0205890, DC 20002	NONE	501 (C) (3)	2013 ENHANCEMENT GRANT	10,000.
CHEASAPEAKE BAY FOUNDATION ANNAPOLIS, MD. 52-6065757,	NONE	501 (C) (3)	2013 ENHANCEMENT GRANTS	361.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

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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
ADVOCATES FOR THE SURVIVORS OF TORTURE & BALTIMORE, MD 52-2025813,	NONE	501 (C) (3)	2013 ENRICHMENT	\$ 5,000.
MARYLAND CORRECTIONAL INST- JESSUP JESSUP, MD 30-002563,	NONE	501 (C) (3)	REFLECTION GARDEN AND TREE FARM	3,000.
BROOKLYN GREENWAY INITIATIVE BROOKLYN, NY 20-3283721, NY 11231	NONE	501 (C) (3)	RESEARCH	180,867.
THE INSTITUTE FOR INTEGRATIVE HEALTH 20-1799284 BALTIMORE, MD, MD 21231	NONE	501 (C) (3)	PLANNING GRANT PROPOSAL - THE GREEN ROAD	82,316.
THE ROTMAN RESEARCH INSTITUTE AT BAYCRES 10-6776495 ,	NONE	501 (C) (3)	PLANNING GRANT FOR NOSSP - THE MECHANISMS OF NATURE RESTORATION AT OSSP SITES	-12,726.
ARLINGTON COUNTY DEPT OF PARKS AND REC 54-6001123 ARLINGTON, VA 22203	NONE	501 (C) (3)	NEW BENCH WHITMAN WALKER LABRYINTH	1,100.
DRURY UNIVERSITY 44-0552049 SPRINGFIELD, MO 65802	NONE	501 (C) (3)	COMMUNITY RESILIENCE & SUPPORT RECOVERY	283,337.
EMANUEL MEDICAL CENTER FOUNDATION 93-6095667 PORTLAND, OR 97208	NONE	501 (C) (3)	QUANTIFYING BENEFITS OF A HOSPITAL GARDEN	79,362.
FRIENDS OF THE VA PUGET SOUND FOUNDATION 86-1175590 SEATTLE, WA 98108	NONE	501 (C) (3)	RUNNER UP BENCH	1,711.
THE HORTICULTURAL SOCIETY OF NY NEW YORK, NY 10018	NONE	501 (C) (3)	40 BOOKS FOR MEETING	745.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

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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
TIBETAN ASSOCIATION OF NORTHERN CALIFORN 94-3350817 BERKELEY , CA 94708	NONE	501 (C) (3)	NOSPP GRANT FINALIST, GIVEN A CHALLENGE GRANT	\$ 5,000.
UNIVERSITY OF FL, COLLEGE OF MEDICINE 59-6002052 GAINSVILLE, FL 32610	NONE	501 (C) (3)	RUNNER UP BENCH	1,483.
UNIVERSITY OF SOUTH CAROLINA 57-0967350 COLUMBIA, SC 29208	NONE	501 (C) (3)	RESEARCH ON URBAN GREENSPACES	39,710.
URBAN HEALTH PLAN BRONX, NY 10459	NONE	501 (C) (3)	RUNNER UP BENCH	1,589.
YMCA OF SAN DIEGO COUNTY 95-2039198 SAN DIEGO, CA 92123	NONE	501 (C) (3)	RUNNER UP BENCH	1,800.
TOTAL				\$ <u>830,269.</u>

STATEMENT 19
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE GROUNDWORK SAN DIEGO - CHOLLAS CREEK 74-3184848 SAN DIEGO, CA, CA 92114	NONE	501 (C) (3)	CHALLENGE GRANT	\$ 50,000.
BROOKLYN GREENWAY INITIATIVE 20 - 3283721 BROOKLYN, NY		501 (C) (3)	RESEARCH	832,718.
DRURY UNIVERSITY 44-0552049 SPRINGFIELD, MO 65802		501 (C) (3)	COMMUNITY RESILIENCE & SUPPORT RECOVERY	302,759.
EMANUEL MEDICAL CENTER FOUNDATION 93-6095667 PORTLAND, OR 97208		501 (C) (3)	HOSPITAL GARDEN, RESEARCH POPULATION OF CARDIAC & BIRTHING MOTHERS	482,771.

CLIENT 17

THOMAS & KATHARINE STONER FOUNDATION

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**STATEMENT 19 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE INSTITUTE FOR INTEGRATIVE HEALTH 20-1799284 BALTIMORE, MD 21231		501 (C) (3)	HEALING POWER OF NATURE FOR WOUNDED WARRIORS	\$ 942,493.
UNIVERSITY OF SOUTH CAROLINA 57-0967350 COLUMBIA, SC 29208		501 (C) (3)	RESEARCH DESIGN ELEMENTS OF URBAN GREEN SPACES	613,949.
UNIVERSITY OF ILLINOIS URBANA- CHAMPAIGN 37-6000511 CHAMPAIGN, IL		501 (C) (3)	A GREEN SPACE A DAY PROJECT	494,395.
TOTAL				\$ 3,719,085.

**STATEMENT 20
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE**

OTHER REVENUE	(A) BUSI-NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU-SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
K- 1'S ROYALTY					\$ 52.
K-1 FORM 4797 ORD INC					288.
K-1 SECTION 1256 GAIN					13,637.
K-1'S CURRENCY TRANS INC					10,188.
K-1'S ORD INCOME					24,165.
K-1'S OTHER INCOME					
TOTAL		\$ 0.		\$ 0.	\$ 24,165.

TKF FOUNDATION - INV ADVISORY
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
121. ABBVIE INC	03/01/2013	03/19/2013	4,617.25	4,507.25	110.00
50. ABBVIE INC	03/01/2013	05/01/2013	2,290.44	1,862.50	427.94
3. APPLE INC	04/19/2013	05/01/2013	1,317.21	1,183.20	134.01
20000. BARRICK GOLD CORP 1.750%	12/13/2012	04/23/2013	20,200.00	20,210.27	-10.27
248. BEST BUY CO INC	03/01/2013	03/19/2013	5,393.87	4,149.04	1,244.83
100. BEST BUY CO INC	03/01/2013	04/19/2013	2,326.94	1,673.00	653.94
90. BEST BUY CO INC	03/01/2013	05/01/2013	2,344.44	1,505.70	838.74
175. BEST BUY CO INC	09/23/2013	12/04/2013	7,328.87	6,830.25	498.62
8760.539 BROWN ADVISORY INTERMEDIATE	09/05/2012	05/01/2013	98,205.64	100,000.00	-1,794.36
31326.607 BROWN ADVISORY INTERMEDIATE					
INCOME	03/27/2013	09/16/2013	336,761.03	349,465.25	-12,704.22
50. CINCINNATI FINL CORP	09/23/2013	12/04/2013	2,574.22	2,357.00	217.22
63. COACH INC	11/21/2012	03/19/2013	3,056.69	3,656.52	-599.83
25. COACH INC	11/21/2012	05/01/2013	1,457.21	1,451.00	6.21
190. COACH INC	12/27/2012	08/07/2013	10,206.62	10,558.44	-351.82
77. COACH INC	02/15/2013	09/23/2013	4,197.96	3,933.39	264.57
8468.677 DELAWARE HIGH YLD OPPT FD CL	05/04/2012	02/28/2013	36,500.00	34,975.64	1,524.36
20000. DELL INC 5.625%	12/27/2012	09/17/2013	20,440.00	20,549.10	-109.10
276.762 DOUBLELINE EMG MKTS INC I	12/04/2013	12/27/2013	2,839.58	2,811.90	27.68
43. DU PONT E I DE NEMOURS & CO	11/21/2012	09/23/2013	2,555.01	1,838.68	716.33
45000. F H L M C DEB 2.000%	12/27/2012	08/14/2013	45,000.00	45,000.00	NONE
100000. F H L M C MTN 1.000%	12/05/2012	11/14/2013	100,000.00	100,000.00	NONE
810.02 F H L M C MLTCL MTG 0.608%	01/11/2013	02/15/2013	810.02	813.48	-3.46
624.65 F H L M C MLTCL MTG 0.608%	01/11/2013	03/15/2013	624.65	627.26	-2.61
841.76 F H L M C MLTCL MTG 0.608%	01/11/2013	04/15/2013	841.76	845.21	-3.45
775.67 F H L M C MLTCL MTG 0.608%	01/11/2013	05/15/2013	775.67	778.80	-3.13
731.52 F H L M C MLTCL MTG 0.608%	01/11/2013	06/15/2013	731.52	734.42	-2.90
792.25 F H L M C MLTCL MTG 0.608%	01/11/2013	07/15/2013	792.25	795.35	-3.10
371.37 F H L M C MLTCL MTG 0.608%	01/11/2013	08/15/2013	371.37	372.80	-1.43
366.23 F H L M C MLTCL MTG 0.608%	01/11/2013	09/15/2013	366.23	367.62	-1.39
414.01 F H L M C MLTCL MTG 0.608%	01/11/2013	10/15/2013	414.01	415.57	-1.56
390.44 F H L M C MLTCL MTG 0.608%	01/11/2013	11/15/2013	390.44	391.89	-1.45
508.34 F H L M C MLTCL MTG 0.608%	01/11/2013	12/15/2013	508.34	510.20	-1.86
55164.37 F H L M C MLTCL MTG 0.608%					
9/15/42	01/11/2013	12/26/2013	54,989.22	55,365.75	-376.53
Totals					

TKF FOUNDATION - INV ADVISORY
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1313.61 F N M A GTD REMIC 4.000%	03/27/2013	04/25/2013	1,313.61	1,394.40	-80.79
1289.47 F N M A GTD REMIC 4.000%	03/27/2013	05/25/2013	1,289.47	1,365.76	-76.29
1265.72 F N M A GTD REMIC 4.000%	03/27/2013	06/25/2013	1,265.72	1,337.75	-72.03
1242.35 F N M A GTD REMIC 4.000%	03/27/2013	07/25/2013	1,242.35	1,310.49	-68.14
1219.35 F N M A GTD REMIC 4.000%	03/27/2013	08/25/2013	1,219.35	1,283.74	-64.39
1196.73 F N M A GTD REMIC 4.000%	03/27/2013	09/25/2013	1,196.73	1,257.57	-60.84
1174.47 F N M A GTD REMIC 4.000%	03/27/2013	10/25/2013	1,174.47	1,231.98	-57.51
1152.57 F N M A GTD REMIC 4.000%	03/27/2013	11/25/2013	1,152.57	1,206.83	-54.26
1129.15 F N M A GTD REMIC 4.000%	03/27/2013	12/25/2013	1,129.15	1,180.29	-51.14
37067.92 F N M A GTD REMIC 4.000%	03/27/2013	12/26/2013	39,008.81	38,742.28	266.53
310.13 F N M A GTD REMIC 4.500%	10/26/2012	01/25/2013	310.13	319.29	-9.16
2460.59 F N M A GTD REMIC 4.500%	10/26/2012	02/25/2013	2,460.59	2,531.20	-70.61
7156.93 F N M A GTD REMIC 4.500%	10/26/2012	03/25/2013	7,156.93	7,357.25	-200.32
6759.64 F N M A GTD REMIC 4.500%	10/26/2012	04/25/2013	6,759.64	6,943.55	-183.91
6251.33 F N M A GTD REMIC 4.500%	10/26/2012	05/25/2013	6,251.33	6,416.76	-165.43
5361.3 F N M A GTD REMIC 4.500%	10/26/2012	06/25/2013	5,361.30	5,499.47	-138.17
5610.58 F N M A GTD REMIC 4.500%	10/26/2012	07/25/2013	5,610.58	5,751.96	-141.38
4901.62 F N M A GTD REMIC 4.500%	10/26/2012	08/25/2013	4,901.62	5,022.36	-120.74
3475.78 F N M A GTD REMIC 4.500%	10/26/2012	09/25/2013	3,475.78	3,559.54	-83.76
2693.75 F N M A GTD REMIC 4.500%	10/26/2012	10/25/2013	2,693.75	2,757.25	-63.50
40. GAMESTOP CORP CL A	02/15/2013	03/19/2013	1,011.18	1,034.00	-22.82
30000. GEORGE WASHINGTON DC 5.095%	03/22/2012	03/18/2013	30,000.00	31,219.03	-1,219.03
7440.77 G N M A GTD REMIC 2.351%	11/30/2012	01/16/2013	7,440.77	7,547.40	-106.63
779.82 G N M A GTD REMIC 2.351%	11/30/2012	02/16/2013	779.82	790.97	-11.15
1256.37 G N M A GTD REMIC 2.351%	11/30/2012	03/16/2013	1,256.37	1,274.30	-17.93
1398.21 G N M A GTD REMIC 4.000%	11/27/2012	01/20/2013	1,398.21	1,473.62	-75.41
1492.41 G N M A GTD REMIC 4.000%	11/27/2012	02/20/2013	1,492.41	1,570.82	-78.41
1515.74 G N M A GTD REMIC 4.000%	11/27/2012	03/20/2013	1,515.74	1,593.65	-77.91
1565.21 G N M A GTD REMIC 4.000%	11/27/2012	04/20/2013	1,565.21	1,643.78	-78.57
1829.03 G N M A GTD REMIC 4.000%	11/27/2012	05/20/2013	1,829.03	1,918.73	-89.70
1495.56 G N M A GTD REMIC 4.000%	11/27/2012	06/20/2013	1,495.56	1,567.34	-71.78
1181.29 G N M A GTD REMIC 4.000%	11/27/2012	07/20/2013	1,181.29	1,236.97	-55.68
1112.49 G N M A GTD REMIC 4.000%	11/27/2012	08/20/2013	1,112.49	1,163.97	-51.48
1015.18 G N M A GTD REMIC 4.000%	11/27/2012	09/20/2013	1,015.18	1,061.26	-46.08
764.03 G N M A GTD REMIC 4.000%	11/27/2012	10/20/2013	764.03	798.10	-34.07
Totals					

TKF FOUNDATION - INV ADVISORY
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
737.76 G N M A GTD REMIC 4.000%	11/27/2012	11/20/2013	737.76	770.09	-32.33
228.9 G N M A GTD REMIC 1.3168%					
9/16/54					
229.46 G N M A GTD REMIC 1.3168%	04/03/2013	05/16/2013	228.90	231.19	-2.29
230.7 G N M A GTD REMIC 1.3168%	04/03/2013	06/16/2013	229.46	231.75	-2.29
9/16/54					
231.27 G N M A GTD REMIC 1.3168%	04/03/2013	07/16/2013	230.70	233.00	-2.30
232.08 G N M A GTD REMIC 1.3168%	04/03/2013	08/16/2013	231.27	233.57	-2.30
446.91 G N M A GTD REMIC 1.3168%	04/03/2013	09/16/2013	232.08	234.38	-2.30
242.89 G N M A GTD REMIC 1.3168%	04/03/2013	10/16/2013	446.91	451.33	-4.42
243.5 G N M A GTD REMIC 1.3168%	04/03/2013	11/16/2013	242.89	245.29	-2.40
9/16/54					
77914.29 G N M A GTD REMIC 1.3168%	04/03/2013	12/16/2013	243.50	245.90	-2.40
9/16/54					
50. HEALTHCARE SVCS GROUP INC	04/03/2013	12/26/2013	77,495.11	78,680.99	-1,185.88
125. HEALTHCARE SVCS GROUP INC	11/07/2012	03/01/2013	1,190.47	1,199.00	-8.53
55. J P MORGAN CHASE CO	11/07/2012	03/19/2013	3,076.48	2,997.50	78.98
35. KINDER MORGAN INC	03/01/2013	03/19/2013	2,719.15	2,701.05	18.10
105. KINDER MORGAN INC	02/15/2013	03/01/2013	1,299.87	1,303.30	-3.43
4000. KOHLS CORPORATION 4.000%	12/27/2012	03/19/2013	3,808.26	3,662.40	145.86
11/01/21					
11000. KOHLS CORPORATION 4.000%	02/08/2012	01/31/2013	4,024.32	4,144.88	-120.56
11/01/21					
117. KRAFT FOODS GROUP INC	02/08/2012	01/31/2013	11,058.96	11,388.56	-329.60
45. KRAFT FOODS GROUP INC	03/01/2013	03/19/2013	5,903.68	5,524.35	379.33
146. KRAFT FOODS GROUP INC	11/21/2012	05/01/2013	2,299.89	2,027.25	272.64
15. M T BANK CORP	12/27/2012	08/07/2013	8,137.89	6,515.30	1,622.59
130. MERCK AND CO INC	02/15/2013	03/19/2013	1,545.12	1,575.45	-30.33
60. MERCK AND CO INC	02/15/2013	03/19/2013	5,682.18	5,038.85	643.33
3734.827 METROPOLITAN WEST TR BOND I	09/23/2013	12/04/2013	2,968.75	2,866.80	101.95
120. MICROSOFT CORP	04/30/2013	10/31/2013	40,000.00	41,157.79	-1,157.79
157. MICROCHIP TECHNOLOGY INC	03/01/2013	03/19/2013	3,367.12	3,346.80	20.32
60. MICROCHIP TECHNOLOGY INC	05/10/2012	03/19/2013	5,629.89	4,806.67	823.22
227. MICROCHIP TECHNOLOGY INC	05/10/2012	05/01/2013	2,179.15	1,836.94	342.21
75. MONDELEZ INTERNATIONAL W I	11/21/2012	08/07/2013	9,290.72	6,545.21	2,745.51
Totals	09/23/2013	12/04/2013	2,523.70	2,400.75	122.95

TKF FOUNDATION - INV ADVISORY
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
483. ABBOTT LABORATORIES	12/22/2011	03/01/2013	16,242.92	12,093.82	4,149.10
318. ALTRIA GROUP INC	08/10/2011	03/19/2013	10,668.66	6,714.43	3,954.23
125. ALTRIA GROUP INC	03/26/2010	05/01/2013	4,588.64	2,557.41	2,031.23
15000. AMERICA MOVIL SAB DE 5.000%	06/14/2011	02/15/2013	17,034.60	15,740.54	1,294.06
25000. AMERICAN EXPRESS 7.000%	03/06/2012	08/22/2013	29,876.50	29,517.63	358.87
127. AUTOMATIC DATA PROCESSING	12/22/2008	03/19/2013	8,150.67	4,776.09	3,374.58
50. AUTOMATIC DATA PROCESSING	12/22/2008	05/01/2013	3,357.92	1,880.35	1,477.57
60000. BERGEN CNTY NJ SER 2.375%					
11/01/13	10/21/2011	11/01/2013	60,000.00	60,000.00	NONE
15000. BERKLEY 5.875%	05/19/2010	02/15/2013	15,000.00	15,000.00	NONE
15000. BOSTON PROP LP 5.625%					
11/15/20	08/24/2011	07/26/2013	17,018.25	16,321.70	696.55
9068.71475 BROWN ADVISORY INTERMEDIATE INCOME	02/03/2012	05/01/2013	101,660.29	103,345.04	-1,684.75
3610.95543 BROWN ADVISORY INTERMEDIATE INCOME	03/20/2012	09/16/2013	38,817.77	40,590.27	-1,772.50
11494.253 BROWN ADVISORY SM CP FUNDAMENTAL VAL	12/29/2011	09/12/2013	250,000.00	167,356.32	82,643.68
440. CENTURYLINK INC	01/06/2012	02/15/2013	14,286.47	16,281.30	-1,994.83
435. CENTURYLINK INC	02/02/2012	02/19/2013	14,997.16	15,163.14	-165.98
90. CINCINNATI FINL CORP	05/05/2011	03/01/2013	4,046.30	2,785.36	1,260.94
133. CINCINNATI FINL CORP	05/05/2011	03/19/2013	6,147.12	4,116.14	2,030.98
50. CINCINNATI FINL CORP	05/05/2011	04/19/2013	2,356.94	1,547.42	809.52
50. CINCINNATI FINL CORP	12/22/2011	05/01/2013	2,439.94	1,536.57	903.37
10. CINCINNATI FINL CORP	12/22/2011	12/04/2013	514.84	304.55	210.29
146. COCA COLA COMPANY	12/22/2008	03/19/2013	5,682.19	3,244.63	2,437.56
115. COCA COLA COMPANY	12/22/2008	04/19/2013	4,885.09	2,555.70	2,329.39
50. COCA COLA COMPANY	12/22/2008	05/01/2013	2,119.45	1,111.18	1,008.27
85. CONSOLIDATED EDISON INC	05/05/2011	03/01/2013	4,998.73	4,487.09	511.64
27. CONSOLIDATED EDISON INC	05/05/2011	03/19/2013	1,583.78	1,425.31	158.47
123. CONSOLIDATED EDISON INC	08/10/2011	04/19/2013	7,598.76	6,485.74	1,113.02
20000. CONSOLIDATED NAT GAS 5.000%					
12/01/14	11/30/2011	03/04/2013	21,378.60	21,184.38	194.22
Totals					

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
20000. DEERE COMPANY 6.950%	10/31/2011	05/15/2013	21,231.00	21,152.59	78.41
. DELL INC SECURITIES LITIGATION		01/16/2013	52.06	NONE	52.06
66. DOMINION RESOURCES INC	10/13/2011	03/19/2013	3,733.54	3,204.00	529.54
25. DOMINION RESOURCES INC	05/05/2011	05/01/2013	1,541.21	1,171.88	369.33
19233.233 DOUBLELINE EMG MKTS INC I	12/05/2012	12/27/2013	197,332.97	203,497.42	-6,164.45
98. DU PONT E I DE NEMOURS & CO	01/06/2012	03/19/2013	4,843.05	4,604.76	238.29
60. DU PONT E I DE NEMOURS & CO	01/06/2012	04/19/2013	2,939.93	2,774.14	165.79
35. DU PONT E I DE NEMOURS & CO	01/06/2012	05/01/2013	1,898.00	1,618.25	279.75
115. DU PONT E I DE NEMOURS & CO	01/06/2012	08/07/2013	6,818.23	5,259.20	1,559.03
205. DU PONT E I DE NEMOURS & CO	12/22/2011	09/23/2013	12,180.88	9,058.73	3,122.15
15000. DUKE CAPITAL CORP 6.750%	09/26/2011	05/03/2013	18,029.40	16,656.99	1,372.41
7000. ENTERPRISE PRODUCTS 5.200%					
9/01/20	09/20/2011	01/31/2013	8,182.23	7,648.74	533.49
8000. ENTERPRISE PRODUCTS 5.200%					
9/01/20	09/14/2011	02/05/2013	9,327.12	8,629.70	697.42
76. ERIE INDEMNITY CO	11/29/2011	03/19/2013	5,788.79	5,973.71	-184.92
30. ERIE INDEMNITY CO	01/06/2012	05/01/2013	2,399.40	2,277.57	121.83
538.67 F H L M C GD G11649 4.500%	02/15/2005	01/31/2013	538.67	538.00	0.67
520.87 F H L M C GD G11649 4.500%	02/15/2005	03/15/2013	520.87	520.22	0.65
13714.26 F H L M C GD G11649 4.500%					
2/01/20	02/15/2005	03/26/2013	14,639.97	13,697.11	942.86
1083.8 F H L M C GD C90993 5.500%					
10/01/26	08/27/2007	01/31/2013	1,083.80	1,073.13	10.67
18184.47 F H L M C GD C90993 5.500%	08/27/2007	03/08/2013	19,636.39	18,005.36	1,631.03
861.96 F H L M C GD C90993 5.500%					
10/01/26	08/27/2007	03/15/2013	861.96	853.47	8.49
50000. F F C B DEB 5.200%	10/23/2008	03/20/2013	50,000.00	50,000.00	NONE
164.04 F N M A #254089 6.000%					
12/01/16	11/20/2001	02/25/2013	164.04	164.50	-0.46
116.98 F N M A #254089 6.000%					
12/01/16	11/20/2001	03/25/2013	116.98	117.29	-0.31
179.69 F N M A #254089 6.000%					
12/01/16	11/20/2001	04/25/2013	179.69	180.14	-0.45
198.36 F N M A #254089 6.000%					
12/01/16	11/20/2001	05/25/2013	198.36	198.83	-0.47
Totals					

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
122.76 F N M A #254089 6.000%					
12/01/16	11/20/2001	06/25/2013	122.76	123.04	-0.28
190.7 F N M A #254089 6.000%					
12/01/16	11/20/2001	07/25/2013	190.70	191.11	-0.41
138.25 F N M A #254089 6.000%					
12/01/16	11/20/2001	08/25/2013	138.25	138.53	-0.28
152.7 F N M A #254089 6.000%					
12/01/16	11/20/2001	09/25/2013	152.70	152.99	-0.29
151.42 F N M A #254089 6.000%					
12/01/16	11/20/2001	10/25/2013	151.42	151.69	-0.27
159.59 F N M A #254089 6.000%					
12/01/16	11/20/2001	11/25/2013	159.59	159.86	-0.27
100.67 F N M A #254089 6.000%					
12/01/16	11/20/2001	12/25/2013	100.67	100.83	-0.16
3021.68 F N M A #254089 6.000%					
12/01/13	11/20/2001	12/26/2013	3,177.43	3,026.43	151.00
261.77 F N M A #433646 6.000%					
10/01/13	12/17/2008	02/25/2013	261.77	261.99	-0.22
275.15 F N M A #433646 6.000%					
10/01/13	12/17/2008	03/25/2013	275.15	275.34	-0.19
264.74 F N M A #433646 6.000%					
10/01/13	12/17/2008	04/25/2013	264.74	264.88	-0.14
266.19 F N M A #433646 6.000%					
10/01/13	12/17/2008	05/25/2013	266.19	266.29	-0.10
267.66 F N M A #433646 6.000%					
10/01/13	12/17/2008	06/25/2013	267.66	267.73	-0.07
418.1 F N M A #433646 6.000%					
10/01/13	12/17/2008	07/25/2013	418.10	418.16	-0.06
104.93 F N M A #433646 6.000%					
10/01/13	12/17/2008	08/25/2013	104.93	104.94	-0.01
105.5 F N M A #433646 6.000%					
10/01/13	12/17/2008	09/25/2013	105.50	105.52	-0.02
23.67 F N M A #433646 6.000%					
10/01/13	12/17/2008	10/25/2013	23.67	23.67	NONE
30000. F H L M C MLTCL MTG 3.500%	08/29/2011	07/15/2013	31,270.31	30,573.83	696.48
Totals					

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
2.74 F N M A #539082 7.000%	05/11/2001	02/25/2013	2.74	2.76	-0.02
8/01/28					
2.76 F N M A #539082 7.000%	05/11/2001	03/25/2013	2.76	2.78	-0.02
8/01/28					
2.78 F N M A #539082 7.000%	05/11/2001	04/25/2013	2.78	2.80	-0.02
8/01/28					
2.8 F N M A #539082 7.000%	05/11/2001	05/25/2013	2.80	2.82	-0.02
8/01/28					
2.81 F N M A #539082 7.000%	05/11/2001	06/25/2013	2.81	2.83	-0.02
8/01/28					
2.83 F N M A #539082 7.000%	05/11/2001	07/25/2013	2.83	2.85	-0.02
8/01/28					
2.85 F N M A #539082 7.000%	05/11/2001	08/25/2013	2.85	2.87	-0.02
8/01/28					
2.87 F N M A #539082 7.000%	05/11/2001	09/25/2013	2.87	2.89	-0.02
8/01/28					
2.89 F N M A #539082 7.000%	05/11/2001	10/25/2013	2.89	2.90	-0.01
8/01/28					
2.91 F N M A #539082 7.000%	05/11/2001	11/25/2013	2.91	2.92	-0.01
8/01/28					
2.92 F N M A #539082 7.000%	05/11/2001	12/25/2013	2.92	2.93	-0.01
8/01/28					
534.56 F N M A #539082 7.000%	05/11/2001	12/26/2013	546.57	536.32	10.25
1693.48 F N M A #AJ5336 3.000%	11/10/2011	02/25/2013	1,693.48	1,721.99	-28.51
1327.07 F N M A #AJ5336 3.000%	11/10/2011	03/25/2013	1,327.07	1,348.84	-21.77
1307.4 F N M A #AJ5336 3.000%					
11/01/26					
1046.22 F N M A #AJ5336 3.000%	11/10/2011	04/25/2013	1,307.40	1,328.24	-20.84
1435.02 F N M A #AJ5336 3.000%	11/10/2011	05/25/2013	1,046.22	1,062.43	-16.21
1185.37 F N M A #AJ5336 3.000%	11/10/2011	06/25/2013	1,435.02	1,456.62	-21.60
1029.27 F N M A #AJ5336 3.000%	11/10/2011	07/25/2013	1,185.37	1,202.72	-17.35
714.54 F N M A #AJ5336 3.000%	11/10/2011	08/25/2013	1,029.27	1,043.99	-14.72
11/01/26					
614.18 F N M A #AJ5336 3.000%	11/10/2011	09/25/2013	714.54	724.55	-10.01
11/01/26					
Totals			614.18	622.61	-8.43

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
533.02 F N M A #AJ5336 3.000%	11/10/2011	11/25/2013	533.02	540.19	-7.17
11/01/26					
581.83 F N M A #AJ5336 3.000%	11/10/2011	12/25/2013	581.83	589.52	-7.69
11/01/26					
47216.82 F N M A #AJ5336 3.000%	11/10/2011	12/26/2013	48,245.45	47,839.84	405.61
2439.9 F N M A GTD REMIC 4.500%	10/26/2012	11/25/2013	2,439.90	2,496.14	-56.24
2099.78 F N M A GTD REMIC 4.500%	10/26/2012	12/25/2013	2,099.78	2,147.15	-47.37
9444.67 F N M A GTD REMIC 4.500%	10/26/2012	12/26/2013	9,490.84	9,657.44	-166.60
25000. F H L M C MLTCL MTG 4.000%	09/14/2011	07/15/2013	26,511.72	26,073.54	438.18
25000. F N M A GTD REMIC 4.000%					
10/25/25					
68.88 F N M A #741373 2.405%	08/19/2011	07/15/2013	26,621.09	26,057.45	563.64
12/01/33					
69.05 F N M A #741373 2.405%	12/16/2003	02/25/2013	68.88	69.34	-0.46
12/01/33					
2988.3 F N M A #741373 2.405%	12/16/2003	03/25/2013	69.05	69.50	-0.45
12/01/33					
62.72 F N M A #741373 2.405%	12/16/2003	04/25/2013	2,988.30	3,007.31	-19.01
12/01/33					
62.34 F N M A #741373 2.405%	12/16/2003	05/25/2013	62.72	63.11	-0.39
12/01/33					
62.3 F N M A #741373 2.405%	12/16/2003	06/25/2013	62.34	62.72	-0.38
12/01/33					
62.45 F N M A #741373 2.405%	12/16/2003	07/25/2013	62.30	62.67	-0.37
12/01/33					
62.6 F N M A #741373 2.405%	12/16/2003	08/25/2013	62.45	62.81	-0.36
12/01/33					
63.28 F N M A #741373 2.405%	12/16/2003	09/25/2013	62.60	62.96	-0.36
12/01/33					
60.99 F N M A #741373 2.405%	12/16/2003	10/25/2013	63.28	63.63	-0.35
12/01/33					
63.46 F N M A #741373 2.405%	12/16/2003	11/25/2013	60.99	61.32	-0.33
12/01/33					
17633.76 F N M A #741373 2.405%	12/16/2003	12/25/2013	63.46	63.80	-0.34
1071.41 F N M A #AE0881 3.158%	12/16/2003	12/26/2013	18,787.74	17,727.45	1,060.29
10/19/2011					
Totals	10/19/2011	02/25/2013	1,071.41	1,103.18	-31.77

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
869.04 F N M A #AE0881 3.158%	10/19/2011	03/25/2013	869.04	894.41	-25.37
1040.09 F N M A #AE0881 3.158%	10/19/2011	04/25/2013	1,040.09	1,069.95	-29.86
797.26 F N M A #AE0881 3.158%	10/19/2011	05/25/2013	797.26	819.77	-22.51
1034.14 F N M A #AE0881 3.158%	10/19/2011	06/25/2013	1,034.14	1,062.84	-28.70
582.16 F N M A #AE0881 3.158%	10/19/2011	07/25/2013	582.16	598.05	-15.89
1334.56 F N M A #AE0881 3.158%	10/19/2011	08/25/2013	1,334.56	1,370.38	-35.82
1387.36 F N M A #AE0881 3.158%	10/19/2011	09/25/2013	1,387.36	1,423.96	-36.60
758.55 F N M A #AE0881 3.158%	10/19/2011	10/25/2013	758.55	778.23	-19.68
1026.97 F N M A #AE0881 3.158%	10/19/2011	11/25/2013	1,026.97	1,053.17	-26.20
514.84 F N M A #AE0881 3.158%	10/19/2011	12/25/2013	514.84	527.76	-12.92
2758.3 F N M A #AE0881 3.158%	10/19/2011	12/26/2013	29,299.22	28,248.92	1,050.30
15000. GTE CORP 6.840%	02/18/2010	08/16/2013	17,753.55	15,912.49	1,841.06
154. GAMESTOP CORP CL A	02/24/2012	03/19/2013	3,893.04	3,636.30	256.74
80. GAMESTOP CORP CL A	02/24/2012	05/01/2013	2,759.93	1,855.51	904.42
535. GAMESTOP CORP CL A	02/24/2012	08/07/2013	25,286.65	12,408.74	12,877.91
25000. GEN ELEC CAP CRP MTN 5.500%	02/23/2012	06/13/2013	28,822.50	27,678.65	1,143.85
15000. GOLDMAN SACHS GP 1.2652%	02/02/2011	08/22/2013	15,049.10	15,003.78	45.32
642.54 G N M A GTD REMIC 4.000%	11/27/2012	12/20/2013	642.54	670.27	-27.73
28705.83 G N M A GTD REMIC 4.000%					
1/20/38					
85. HEALTHCARE SVCS GROUP INC	11/27/2012	12/26/2013	30,042.57	29,940.11	102.46
85. HEALTHCARE SVCS GROUP INC	10/13/2011	03/19/2013	2,092.00	1,480.99	611.01
25000. ICI WILMINGTON 5.625%	10/13/2011	05/01/2013	1,867.40	1,480.99	386.41
12/01/13					
. INTERNATIONAL GAME TECH SECURITIES	11/26/2008	12/01/2013	25,000.00	25,000.00	NONE
20000. JP MORGAN CHASE MT 1.0647%		12/23/2013	35.96	NONE	35.96
25000. JPMORGAN CHASE 6.300%	10/24/2011	01/18/2013	20,141.20	19,927.34	213.86
81. JOHNSON JOHNSON	05/15/2012	08/22/2013	28,849.00	28,440.63	408.37
30. JOHNSON JOHNSON	01/06/2012	03/19/2013	6,388.32	5,257.71	1,130.61
217. KINDER MORGAN INC	01/06/2012	05/01/2013	2,545.14	1,947.30	597.84
130. KINDER MORGAN INC	02/02/2012	03/19/2013	7,870.41	6,793.57	1,076.84
4. KRAFT FOODS GROUP INC	12/22/2011	05/01/2013	5,030.88	4,019.40	1,011.48
41. M T BANK CORP	01/06/2012	08/07/2013	222.96	158.92	64.04
20. M T BANK CORP	01/06/2012	03/19/2013	4,223.31	3,262.99	960.32
135. MASTERCARD INC	01/06/2012	05/01/2013	1,994.55	1,591.70	402.85
Totals	02/10/2012	09/12/2013	90,428.22	53,185.27	37,242.95

TKF FOUNDATION - INV ADVISORY
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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
72. MCDONALDS CORP	01/06/2012	03/19/2013	7,109.84	7,155.69	-45.85
30. MCDONALDS CORP	12/22/2011	05/01/2013	3,062.63	2,946.20	116.43
20. MCDONALDS CORP	10/13/2011	09/23/2013	1,948.36	1,796.10	152.26
52. MERCK AND CO INC	12/22/2011	03/19/2013	2,272.87	1,947.40	325.47
70. MERCK AND CO INC	12/22/2011	05/01/2013	3,236.02	2,621.50	614.52
140. MERCK AND CO INC	12/22/2011	12/04/2013	6,927.08	5,218.58	1,708.50
183. MICROSOFT CORP	01/06/2012	03/19/2013	5,134.86	4,996.80	138.06
120. MICROSOFT CORP	10/13/2011	05/01/2013	3,917.91	3,247.80	670.11
440. MICROCHIP TECHNOLOGY INC	05/25/2012	08/07/2013	18,008.44	13,266.61	4,741.83
189. MONDELEZ INTERNATIONAL W I	01/06/2012	03/19/2013	5,367.47	4,607.55	759.92
75. MONDELEZ INTERNATIONAL W I	12/22/2011	05/01/2013	2,371.44	1,814.88	556.56
325. MONDELEZ INTERNATIONAL W I	12/22/2011	12/04/2013	10,936.06	7,471.65	3,464.41
132. NOVARTIS AG A D R	02/02/2012	03/19/2013	9,279.39	7,387.01	1,892.38
55. NOVARTIS AG A D R	02/02/2012	05/01/2013	4,047.35	3,058.46	988.89
43. OCCIDENTAL PETROLEUM CORPORATION	10/13/2011	03/01/2013	3,543.12	3,450.54	92.58
50. PACCAR INC	04/10/2012	05/01/2013	2,469.44	2,213.86	255.58
40. PACCAR INC	04/10/2012	09/23/2013	2,294.36	1,769.60	524.76
66. PEPSCO INC	01/06/2012	03/19/2013	5,062.08	4,323.99	738.09
75. PEPSCO INC	01/06/2012	04/19/2013	6,223.36	4,913.63	1,309.73
20. PEPSCO INC	01/06/2012	05/01/2013	1,653.76	1,310.30	343.46
15. PEPSCO INC	01/06/2012	09/23/2013	1,215.12	982.72	232.40
194. PEPSCO INC	10/20/2011	12/04/2013	16,085.26	11,997.58	4,087.68
208. PFIZER INC	02/03/2009	03/19/2013	5,842.58	3,141.63	2,700.95
85. PFIZER INC	02/03/2009	05/01/2013	2,495.54	1,283.84	1,211.70
58. PHILIP MORRIS INTL	02/02/2012	03/19/2013	5,269.76	4,403.74	866.02
25. PHILIP MORRIS INTL	02/02/2012	05/01/2013	2,412.69	1,774.64	638.05
280. PLUM CREEK TIMBER CO INC	01/06/2012	03/01/2013	13,574.88	10,532.35	3,042.53
30. PLUM CREEK TIMBER CO INC	01/06/2012	03/19/2013	1,493.07	1,128.00	365.07
100. PLUM CREEK TIMBER CO INC	05/23/2012	08/07/2013	4,698.92	3,670.50	1,028.42
31. PRAXAIR INC	02/02/2012	03/19/2013	3,510.36	3,306.16	204.20
10. PRAXAIR INC	02/02/2012	05/01/2013	1,139.17	1,055.94	83.23
78. T ROWE PRICE GROUP INC	01/06/2012	03/19/2013	5,824.90	4,580.20	1,244.70
30. T ROWE PRICE GROUP INC	12/22/2011	05/01/2013	2,174.65	1,722.60	452.05
189. PUBLIC STORAGE 6.875% PFD	01/13/2012	03/19/2013	5,084.93	5,232.32	-147.39
225. PUBLIC STORAGE 6.875% PFD	02/02/2012	08/07/2013	5,721.65	6,197.88	-476.23
Totals					

TKF FOUNDATION - INV ADVISORY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
194. PUBLIC STORAGE 5.9% PFD	02/02/2012	03/19/2013	5,078.80	4,867.89	210.91
40000. SALES TAX NY 4.560%					
10/15/13					
823. SERVICENOW INC	11/30/2011	10/15/2013	40,000.00	40,000.00	NONE
457. SERVICENOW INC	06/24/2005	03/01/2013	26,662.13	115.22	26,546.91
1549. SERVICENOW INC	08/03/2006	04/19/2013	16,816.67	73.12	16,743.55
35000. SOUTH CAROLINA 0.7037%	04/16/2009	09/23/2013	80,345.23	552.64	79,792.59
15000. SOUTH CAROLINA 0.87965%	12/08/2011	05/08/2013	35,000.00	35,000.00	NONE
121. TIFFANY & CO	06/13/2011	06/21/2013	14,981.25	15,000.00	-18.75
35. TIME WARNER CABLE INC	07/17/2012	08/07/2013	9,746.88	6,386.98	3,359.90
81. TIME WARNER CABLE INC	08/06/2009	02/15/2013	3,010.63	1,199.14	1,811.49
30. TIME WARNER CABLE INC	08/06/2009	03/19/2013	7,615.44	2,775.15	4,840.29
205. TIME WARNER CABLE INC	08/06/2009	05/01/2013	2,825.03	1,027.83	1,797.20
80. TIME WARNER CABLE INC	08/06/2009	08/07/2013	23,459.80	6,105.13	17,354.67
178. TOTAL S A A D R	12/22/2008	12/04/2013	10,690.61	2,339.37	8,351.24
70. TOTAL S A A D R	01/06/2012	03/19/2013	8,842.84	9,038.65	-195.81
80. TOTAL S A A D R	01/06/2012	05/01/2013	3,504.82	3,554.52	-49.70
175000. U S TREASURY NT 4.250%	01/06/2012	12/04/2013	4,664.71	4,062.31	602.40
68. UNITED TECHNOLOGIES CORP	08/24/2012	10/08/2013	175,710.94	175,706.87	4.07
30. UNITED TECHNOLOGIES CORP	02/02/2012	03/19/2013	6,330.65	5,063.25	1,267.40
20000. VERIZON COMM 0.8856%	01/06/2012	05/01/2013	2,740.73	2,220.15	520.58
39. WAL MART STORES INC	10/19/2011	09/13/2013	20,036.20	20,014.52	21.68
30. WAL MART STORES INC	02/24/2012	03/19/2013	2,827.04	2,181.22	645.82
860. WINDSTREAM CORP	05/05/2011	05/01/2013	2,353.14	1,653.15	699.99
1465. WINDSTREAM CORP	01/06/2012	02/15/2013	7,801.05	9,586.72	-1,785.67
100. ACCENTURE PLC CL A	01/06/2012	02/19/2013	13,208.29	16,013.96	-2,805.67
278. ONEBEACON INSURANCE GROUP LT CL A	02/02/2012	03/19/2013	7,639.82	5,743.33	1,896.49
110. ONEBEACON INSURANCE GROUP LT CL A	01/06/2012	05/01/2013	3,249.92	2,085.38	1,164.54
	01/06/2012	03/19/2013	3,769.59	4,308.30	-538.71
	04/09/2012	05/01/2013	1,476.16	1,646.15	-169.99
Totals			2319462.00	1944915.00	374,548.00



TKF FOUNDATION - INV ADVISORY

FÉDÉRAL CAPITAL GAIN DISTRIBUTIONS
=====CAPITAL GAIN DISTRIBUTIONS

BROWN ADVISORY INTERMEDIATE INCOME	11,218.76	
BROWN ADVISORY SM CP FUNDAMENTAL VAL	21,858.47	
DOUBLELINE EMG MKTS INC I	454.68	
FPA CRESCENT PORTFOLIO CL I	10,610.51	
METROPOLITAN WEST TR BOND I	1,521.00	
PLUM CREEK TIMBER CO INC	1,061.14	
PUBLIC STORAGE 6.875% PFD	0.58	
PUBLIC STORAGE 5.9% PFD	0.93	
VANGUARD SHORT TERM INVT GRADE #539	390.72	
VANGUARD INTERMEDIATE TERM C	544.67	

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		47,661.00
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STATEMENT 22

TKF FOUNDATION - INV ADVISORY

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
45. J P MORGAN CHASE CO	03/01/2013	05/01/2013	2,209.95	2,164.45	-45.50
TOTAL SHORT-TERM WASH SALES					-46.00
4472.26325 BROWN ADVISORY INTE INCOME	11/22/2010	05/01/2013	50,983.80	50,134.07	-849.73
11574.06557 BROWN ADVISORY INT E INCOME	02/03/2012	09/16/2013	130,700.16	124,421.19	-6,278.97
TOTAL LONG-TERM WASH SALES					-7,129.00