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

OMB No 1545-0052

Form **990-PF****2009**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 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WHITNEY AND ANNE STONE FOUNDATION		A Employer identification number 13-3394681
	Number and street (or P O box number if mail is not delivered to street address) Room/suite % SILVERCREST, 614 E. HIGH ST.		B Telephone number (see page 10 of the instructions) 434-977-4420
	City or town, state, and ZIP code CHARLOTTESVILLE VA 22902		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,158,172		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	62	62		
4 Dividends and interest from securities	66,119	66,119		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	688,131			
b Gross sales price for all assets on line 6a	2,526,997			
7 Capital gain net income (from Part IV, line 2)		688,131		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,344			
12 Total. Add lines 1 through 11	755,656	754,312	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	32,026	25,500		6,526
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	665	665		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)	809	795		14
24 Total operating and administrative expenses. Add lines 13 through 23	33,500	26,960		6,540
25 Contributions, gifts, grants paid	186,500			186,500
26 Total expenses and disbursements. Add lines 24 and 25	220,000	26,960	0	193,040
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	535,656			
b Net investment income (if negative, enter -0-)		727,352		
c Adjusted net income (if negative, enter -0-)			0	

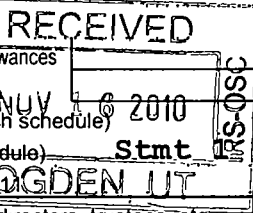
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Form 990-PF (2009) **WHITNEY AND ANNE STONE FOUNDATION****13-3394681**Page **2****Part II Balance Sheets**

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			
	2 Savings and temporary cash investments	279,315	12,231	12,231
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 5	2,085,247	2,884,746	3,009,838
	c Investments—corporate bonds (attach schedule) See Stmt 6	100,029	110,609	136,103
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,464,591	3,007,586	3,158,172
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,483,061	1,483,061	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	981,530	1,524,525	
	30 Total net assets or fund balances (see page 17 of the instructions)	2,464,591	3,007,586	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,464,591	3,007,586	

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	2,464,591
2 Enter amount from Part I, line 27a	2	535,656
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	7,339
4 Add lines 1, 2, and 3	4	3,007,586
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,007,586

Form **990-PF** (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	688,131
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	35,424

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 page 18 of 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 (col. (b) divided by col. (c))
2008	176,000	3,734,075	0.047133
2007	150,554	4,496,037	0.033486
2006	161,000	3,664,001	0.043941
2005	158,000	3,466,322	0.045581
2004	161,000	3,226,062	0.049906

2 Total of line 1, column (d)	2	0.220047
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	0.044009
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,818,795
5 Multiply line 4 by line 3	5	124,052
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,274
7 Add lines 5 and 6	7	131,326
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	193,040

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,274
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	50
3	Add lines 1 and 2	3	7,324
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	7,324
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,670
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,170
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	846
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 846 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 page 19 of the instructions for definition)?		X
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.		
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SILVERCREST ASSET MANAGEMENT GROUP Telephone no ► 434-977-4420 614 E. HIGH ST. Located at ► CHARLOTTESVILLE, VA ZIP+4 ► 22902			
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		► <input type="checkbox"/>

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 2009? N/A	1c	
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 page 20 of the instructions) N/A	2b	
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 2009 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 2009) N/A	3b	
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 2009?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	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 page 22 of the instructions)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the 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
DAVID J. WOOD JR 614 EAST HIGH STREET CHARLOTTESVILLE VA 22902	TRUSTEE 20.00	0	0	0
JOSEPH M. WOOD II 614 EAST HIGH STREET CHARLOTTESVILLE VA 22902	TRUSTEE 20.00	0	0	0
RUSSELL J. BELL 614 EAST HIGH STREET CHARLOTTESVILLE VA 22902	SECRETARY 20.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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



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 page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**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 page 24 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,612,134
b	Average of monthly cash balances	1b	249,587
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,861,721
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	2,861,721
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	42,926
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,818,795
6	Minimum investment return. Enter 5% of line 5	6	140,940

Part XI Distributable Amount (see page 25 of the 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	140,940
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,324
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,324
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,616
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,616
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,616

Part XII Qualifying Distributions (see page 25 of the 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	193,040
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	193,040
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 page 26 of the instructions)	5	7,274
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	185,766

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				133,616
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			185,034	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 193,040				
a Applied to 2008, but not more than line 2a			185,034	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				8,006
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				125,610
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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)
---	---	--	-------------------------------------

2a 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

[illegible]

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 page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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 page 28 of the 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 8				186,500
Total			▶ 3a	186,500
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	62	
4	Dividends and interest from securities			14	66,119	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					688,131
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b	ALLIANCEBERNSTEIN K-1			1	14	
c	ALLIANCEBERNSTEIN K-1	525990	1,330			
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		1,330		66,195	688,131
13	Total. Add line 12, columns (b), (d), and (e)				13	755,656

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Federal Statements

FYE: 12/31/2009

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ALLIANCEBERNSTEIN K-1	\$ 14	\$	\$
ALLIANCEBERNSTEIN K-1	1,330		
Total	<u>\$ 1,344</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEES	\$ 15,110	\$ 15,110	\$	\$
ACCOUNTING SERVICE FEE	13,051	6,525		6,526
PORTFOLIO EXPS - S. SEL. GROWTH	3,865	3,865		
Total	<u>\$ 32,026</u>	<u>\$ 25,500</u>	<u>\$ 0</u>	<u>\$ 6,526</u>

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT EXCISE TAX PAID	\$ 665	\$ 665	\$	\$
Total	<u>\$ 665</u>	<u>\$ 665</u>	<u>\$ 0</u>	<u>\$ 0</u>

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
BANK CUSTODY FEES	756	756		
CHARITABLE CONTRIB. - ALLIANC	14			14
INVESTMENT INTEREST - ALLIANC	22	22		
FOREIGN TAX PAID - S. SEL GRO	17	17		
Total	<u>809</u>	<u>795</u>	<u>0</u>	<u>14</u>

13-3394681

Federal Statements

FYE: 12/31/2009

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
PORTFOLIO INVESTMENTS				
S. SELECT GROWTH EQUITY FUND	\$ 1,712,164	\$ 2,511,663	Cost	\$ 2,675,557
	<u>373,083</u>	<u>373,083</u>	Cost	<u>334,281</u>
Total	<u>\$ 2,085,247</u>	<u>\$ 2,884,746</u>		<u>\$ 3,009,838</u>

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
	\$ 100,029	\$ 110,609	Cost	\$ 136,103
Total	<u>\$ 100,029</u>	<u>\$ 110,609</u>		<u>\$ 136,103</u>

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
BOOK ADJUSTMENT	\$ 7,339
Total	<u>\$ 7,339</u>

Federal Statements

13-3394681

FYE: 12/31/2009

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
Albemarle Historical Soci	200 2nd Street NE				
Charlottesville VA 22902-	NONE		PUBLIC	GENERAL	2,000
American Red Cross	1105 Rose Hill Drive				
Charlottesville VA 22903	NONE		PUBLIC	GENERAL	2,000
Boys & Girls Club of Char	P.O. Box 707				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	5,000
Boys & Girls Club of Char	P.O. Box 707				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	5,000
Camp Holiday Trails	400 Holiday Trails Lane				
Charlottesville VA 22903	NONE		PUBLIC	GENERAL	2,000
Charlottesville Comm. Fdn	114 4 St., SE				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	5,000
Charlottesville Comm. Fdn	114 4 St., SE				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	2,000
Charlottesville Free Clin	1138 Rose Hill Drive, Ste				
Charlottesville VA 22903	NONE		PUBLIC	GENERAL	5,000
Charlottesville Legal Aid	P.O. Box 12206				
Richmond VA 23241	NONE		PUBLIC	GENERAL	1,000
Charlottesville Music Res	105 Ridge St.				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	2,000
Charlottesville Youth & F	1000 East High St.				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	1,000
Charlottesville-Albemarle	P.O. Box 7047				
Charlottesville VA 22906	NONE		PUBLIC	GENERAL	2,000
Chatham Hall	800 Chatham Hall Circle				
Chatham VA 24531	NONE		PUBLIC	GENERAL	2,000
Chesapeake Bay Foundation	6 Herndon Avenue				
Annapolis MD 21403-4503	NONE		PUBLIC	GENERAL	2,000
Christchurch School	49 Seahorse Lane				
Christchurch VA 23031	NONE		PUBLIC	GENERAL	3,000
Cville/Albemarle Rescue S	828 McIntire Road				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	3,000
Episcopal High School	1200 North Quaker Ln				
Alexandria VA 22302	NONE		PUBLIC	GENERAL	10,000
Foothills Child Advocacy	308 10 St., NE				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	3,000

Federal Statements

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**Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
Hospice of the Piedmont	675	Peter Jefferson Parkw	PUBLIC	GENERAL	5,000
Charlottesville VA 22911	NONE				
Jefferson Area Board for	674	Hillsdale Drive, Ste	PUBLIC	GENERAL	1,000
Charlottesville VA 22901	NONE				
Martha Jefferson Hospital	459	Locust Ave	PUBLIC	GENERAL	10,000
Charlottesville VA 22902	NONE				
Martha Jefferson Hospital	460	Locust Ave	PUBLIC	GENERAL	1,500
Charlottesville VA 22902	NONE				
Meals on Wheels	2270	Ivy Road	PUBLIC	GENERAL	3,000
Charlottesville VA 22903	NONE				
Miller Center Foundation	P.O. Box 400406		PUBLIC	GENERAL	2,000
Charlottesville VA 22907-	NONE				
Miller School of Albemarl	1000	Samuel Miller Loop	PUBLIC	GENERAL	2,000
Charlottesville VA 22903	NONE				
Piedmont CASA, Inc.	P O Box 603		PUBLIC	GENERAL	5,000
Charlottesville VA 22902	NONE				
Piedmont Environmental Co	410	E. Water St., Ste 700	PUBLIC	GENERAL	2,000
Charlottesville VA 22902	NONE				
Planned Parenthood	2964	Hydraulic Road	PUBLIC	GENERAL	5,000
Charlottesville VA 22901	NONE				
Poplar Forest	P.O. Box 419		PUBLIC	GENERAL	1,000
Forest VA 24551	NONE				
Rector & Visitors of the	P.O. Box 400807		PUBLIC	GENERAL	17,000
Charlottesville VA 22904-	NONE				
Senior Center	1180	Pepsi Place	PUBLIC	GENERAL	2,000
Charlottesville VA 22901	NONE				
Shelter for Help in Emerg	P O Box 3013		PUBLIC	GENERAL	2,000
Charlottesville VA 22903	NONE				
Southern Environmental La	201	West Main Street	PUBLIC	GENERAL	2,000
Charlottesville VA 22902	NONE				
Special Olympics Georgia	4000	Dekalb Tech. Parkway	PUBLIC	GENERAL	2,000
Atlanta GA 30340	NONE				
St. Anne's-Belfield Schoo	2132	Ivy Road	PUBLIC	GENERAL	1,000
Charlottesville VA 22903	NONE				
St. James Episcopal Churc	4620	California Street	PUBLIC	GENERAL	2,000
San Francisco CA 94118	NONE				

Federal Statements

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**Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
St. Paul's Episcopal Chur	P O Box 37	NONE	PUBLIC	GENERAL	22,000
Ivy VA 22945					
The Nature Conservancy	1233A Cedars Court				
Charlottesville VA 22903-	NONE		PUBLIC	GENERAL	5,000
The Salvation Army	207 Ridge St.				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	2,000
Thomas Jefferson Foundati	P.O Box 217				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	10,000
Thomas Jefferson Area Foo	P.O. Box 6415				
Charlottesville VA 22906-	NONE		PUBLIC	GENERAL	1,000
United Way - TJ Area	806 East High St				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	15,000
Western Albemarle Rescue	P.O. Box 188				
Crozet VA 22932	NONE		PUBLIC	GENERAL	1,000
Women's Initiative	1007 East High St.				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	1,000
UVA Fund-Eli Banana	P.O. Box 400833				
Charlottesville VA 22904-	NONE		PUBLIC	GENERAL	2,000
Woodberry Forest School	898 Woodberry Forest Road				
Woodberry Forest VA 22989	NONE		PUBLIC	GENERAL	3,000
Worksource Enterprises	1311 Carlton Avenue				
Charlottesville VA 22902	NONE		PUBLIC	GENERAL	2,000
Total					186,500

Capital Gains and Losses for Tax on Investment Income		2009
Form 990-PF	For calendar year 2009, or tax year beginning , and ending	
Name WHITNEY AND ANNE STONE FOUNDATION		Employer Identification Number 13-3394681

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) STATE STREET #7042	P	Various	Various
(2) STATE STREET #7042	P	Various	Various
(3) ALLIANCEBERNSTEIN K-1	P	Various	Various
(4) ALLIANCEBERNSTEIN K-1	P	Various	Various
(5) S. SELECT GROWTH EQUITY K-1	P	Various	Various
(6) S. SELECT GROWTH EQUITY K-1	P	Various	Various
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 591,221		554,161	37,060
(2) 1,935,776		1,268,267	667,509
(3)		434	-434
(4)		23	-23
(5)		1,202	-1,202
(6)		14,779	-14,779
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			37,060
(2)			667,509
(3)			-434
(4)			-23
(5)			-1,202
(6)			-14,779
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

**SILVERCREST ASSET MANAGEMENT GROUP LLC
REALIZED GAINS AND LOSSES**

Whitney & Anne Stone Foundation - SAM

7042

From 01-01-09 Through 12-31-09

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	AMORT. OR ACCRETION	PROCEEDS	GAIN OR LOSS	
							SHORT TERM	LONG TERM
05-01-08	01-23-09	1,580	NEWELL RUBBERMAID INC COM	33,824		13,557	-20,267	
08-12-08	01-23-09	440	NEWELL RUBBERMAID INC COM	8,476		3,775	-4,701	
11-13-08	02-02-09	2,850	NOKIA CORP SPONSORED ADR	39,340		34,319	-5,021	
10-04-94	02-23-09	732	PROGRESSIVE CORP OHIO COM	2,143		8,485		6,342
10-05-94	02-23-09	3,600	PROGRESSIVE CORP OHIO COM	10,532		41,730		31,198
11-19-85	02-23-09	2,100	AMERICAN EXPRESS CO COM	15,037		25,762		10,724
01-24-08	02-24-09	1,710	WASHINGTON REAL ESTATE INVT TR SH BEN INT	52,461		30,321		-22,141
10-31-08	02-24-09	1,188	BANK OF AMERICA CORPORATION COM	27,599		5,100	-22,499	
02-12-08	03-12-09	1,440	FOREST OIL CORP COM PAR \$0.01	72,949		16,863		-56,085
02-07-07	03-24-09	590	RENAISSANCERE HOLDINGS LTD COM	31,010		29,317		-1,693
10-22-98	07-22-09	1,047	WYETH COM	51,365		49,220		-2,145
09-19-97	07-22-09	600	WYETH COM	21,024		28,206		7,182
03-04-09	08-03-09	791	EOG RES INC COM	40,851		60,782	19,931	
03-30-07	09-01-09	266	BRINKS CO COM	8,853		7,016		-1,837
03-30-07	09-09-09	1,004	BRINKS CO COM	33,415		26,740		-6,676
09-30-08	11-06-09	284	ILLINOIS TOOL WKS INC COM	12,677		13,720		1,043
11-29-95	12-15-09	495	APACHE CORP COM	5,722		49,027		43,304
01-03-05	12-15-09	755	BAKER HUGHES INC COM	31,404		30,599		-804
08-21-09	12-15-09	190	GENERAL DYNAMICS CORP COM	11,124		13,322	2,198	
05-24-89	12-15-09	394	TRANSOCEAN LTD REG SHS	1,970		32,504		30,534
02-07-07	12-15-09	904	RENAISSANCERE HOLDINGS LTD COM	47,514		47,744		230
12-15-86	12-15-09	758	SCHLUMBERGER LTD COM	4,324		47,120		42,796
09-09-91	12-15-09	832	TOTAL S A SPONSORED ADR	7,890		52,514		44,624
08-02-94	12-15-09	48	TOTAL S A SPONSORED ADR	455		3,030		2,574
04-08-08	12-15-09	210	ACCENTURE PLC IRELAND SHS CLASS A	7,987		8,763		777
08-21-09	12-15-09	800	DISNEY WALT CO COM DISNEY	21,495		25,771	4,276	
12-06-01	12-15-09	1,250	DISNEY WALT CO COM DISNEY	27,113		40,268		13,155
08-16-02	12-15-09	1,100	DISNEY WALT CO COM DISNEY	16,804		35,436		18,632
07-10-07	12-15-09	1,130	TYCO INTERNATIONAL LTD SHS	57,871		40,694		-17,177
02-28-06	12-15-09	447	TYCO INTERNATIONAL LTD SHS	18,148		16,098		-2,050

SILVERCREST ASSET MANAGEMENT GROUP LLC

REALIZED GAINS AND LOSSES

Whitney & Anne Stone Foundation - SAM

7042

From 01-01-09 Through 12-31-09

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	AMORT. OR ACCRETION	PROCEEDS	GAIN OR LOSS	
							SHORT TERM	LONG TERM
10-30-08	12-15-09	2,938	TYCO INTERNATIONAL LTD SHS	71,484		105,805		34,321
08-29-05	12-15-09	2,980	ORACLE CORP COM	39,160		69,295		30,135
02-26-90	12-15-09	2,700	PFIZER INC COM	6,516		49,255		42,738
11-06-09	12-15-09	3,670	PARAMETRIC TECHNOLOGY CORP COM NEW	57,954		57,728	-226	
01-21-04	12-15-09	1,000	PEPSICO INC COM	46,276		60,944		14,668
03-25-09	12-15-09	2,948	PAREXEL INTL CORP COM	28,809		39,038	10,229	
10-16-98	12-15-09	2,774	SEALED AIR CORP NEW COM	46,856		60,819		13,962
10-22-98	12-15-09	1,426	SEALED AIR CORP NEW COM	23,586		31,264		7,678
04-24-06	12-15-09	2,190	STANDARD MICROSYSTEMS CORP COM	49,111		42,683		-6,429
06-19-06	12-15-09	1,300	STANDARD MICROSYSTEMS CORP COM	27,732		25,337		-2,396
07-08-99	12-15-09	357	MEREDITH CORP COM	12,657		10,925		-1,732
07-09-99	12-15-09	68	MEREDITH CORP COM	2,411		2,081		-330
07-12-99	12-15-09	130	MEREDITH CORP COM	4,609		3,978		-631
07-02-99	12-15-09	532	MEREDITH CORP COM	18,861		16,281		-2,581
07-01-99	12-15-09	486	MEREDITH CORP COM	17,122		14,873		-2,249
03-14-00	12-15-09	1,144	MEREDITH CORP COM	26,524		35,009		8,486
12-08-08	12-15-09	1,120	FLUOR CORP NEW COM	57,172		48,479		-8,693
09-30-08	12-15-09	1,191	ILLINOIS TOOL WKS INC COM	53,164		58,350		5,186
08-16-95	12-15-09	1,250	BROWN FORMAN CORP CL B	17,779		67,114		49,335
08-10-95	12-15-09	1,000	BROWN FORMAN CORP CL B	14,082		53,692		39,610
08-07-95	12-15-09	500	BROWN FORMAN CORP CL B	6,947		26,846		19,899
01-05-09	12-15-09	2,700	DRESSER-RAND GROUP INC COM	49,937		81,419	31,482	
07-15-02	12-15-09	180	OMNICO GROUP INC COM	4,462		6,813		2,350
06-28-02	12-15-09	640	OMNICO GROUP INC COM	15,059		24,223		9,164
03-17-09	12-15-09	536	OMNICO GROUP INC COM	12,475		20,286	7,812	
07-17-00	12-15-09	1,970	PENTAIR INC COM	29,013		63,347		34,334
12-08-09	12-15-09	2,353	FEI CO COM	59,545		58,501	-1,044	
03-11-09	12-15-09	1,900	HCC INS HLDGS INC COM	40,975		50,581	9,605	
11-17-93	12-15-09	600	JOHNSON & JOHNSON COM	6,631		38,786		32,155
11-16-93	12-15-09	600	JOHNSON & JOHNSON COM	6,617		38,786		32,170
06-04-93	12-15-09	370	JOHNSON & JOHNSON COM	3,975		23,918		19,943
05-24-93	12-15-09	1,653	MANPOWER INC COM	24,307		92,350		68,042

**SILVERCREST ASSET MANAGEMENT GROUP LLC
REALIZED GAINS AND LOSSES**

Whitney & Anne Stone Foundation - SAM

7042

From 01-01-09 Through 12-31-09

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	AMORT. OR ACCRETION	PROCEEDS	GAIN OR LOSS	
							SHORT TERM	LONG TERM
06-03-97	12-15-09	942	ALLIANCEBERNSTEIN HOLDING LP UNIT LTD PARTN	12,284		24,591		12,307
06-10-97	12-15-09	216	ALLIANCEBERNSTEIN HOLDING LP UNIT LTD PARTN	2,803		5,639		2,836
06-02-97	12-15-09	580	ALLIANCEBERNSTEIN HOLDING LP UNIT LTD PARTN	7,273		15,141		7,868
07-31-09	12-15-09	1,650	CASEYS GEN STORES INC COM	45,443		50,201	4,758	
08-21-09	12-15-09	550	CASEYS GEN STORES INC COM	14,985		16,734	1,749	
08-03-09	12-15-09	1,500	COMSTOCK RES INC COM NEW	61,329		60,106	-1,222	
06-12-02	12-15-09	1,160	CSX CORP COM	20,020		57,791		37,771
03-17-04	12-15-09	400	CSX CORP COM	6,094		19,928		13,834
10-13-08	12-15-09	1,900	CVS CAREMARK CORPORATION COM	58,081		60,258		2,177
TOTAL GAINS							92,040	794,087
TOTAL LOSSES							-54,980	-135,649
TOTAL REALIZED GAIN/LOSS				1,831,498	0	2,526,997	37,060	658,438

ADJUSTMENT TO LONG-TERM COST PER ALLIANCEBERNSTEIN K-1:

AB K-1	- 9,071	0	9,071
ADJUSTED L-T COST	1,268,267	1,935,776	667,509

SHORT-TERM : 554,161 591,221 37,060

Form **8868**
(Rev. April 2009)**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	WHITNEY AND ANNE STONE FOUNDATION	13-3394681
	Number, street, and room or suite no. If a P.O. box, see instructions. % SILVERCREST, 614 E. HIGH ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTESVILLE VA 22902	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **SILVERCREST ASSET MANAGEMENT GROUP**

Telephone No ► **434-977-4420**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,170
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,670
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	6,500

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 4-2009)

Form 8868 (Rev. 4-2009)

Page 2

● If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	WHITNEY AND ANNE STONE FOUNDATION	13-3394681
	Number, street, and room or suite no. If a P.O. box, see instructions. % SILVERCREST, 614 E. HIGH ST.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHARLOTTESVILLE VA 22902	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of **SILVERCREST ASSET MANAGEMENT GROUP**

Telephone No **434-977-4420**

FAX No **▶**

● If the organization does not have an office or place of business in the United States, check this box ☐

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **▶** ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/10**.

5 For calendar year **2009**, or other tax year beginning **▶**, and ending **▶**

6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

Additional time is requested to gather information to prepare a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,324
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	8,170
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **▶** *F.A. Well*

Title **▶** *CPA*

Date **▶** **08/02/10**

Form **8868** (Rev 4-2009)