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

2009

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

, 2009, and ending

, 20

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 IRVING I. STONE FOUNDATION C/O MARY KAY INCANDELA		A Employer identification number 34-1892327
	Number and street (or P O box number if mail is not delivered to street address) ONE AMERICAN ROAD		B Telephone number (see page 10 of the instructions) EXT 125 (216) 252-7300
	City or town, state, and ZIP code CLEVELAND, OH 44144		C If exemption application is pending, check here ►
			D 1 Foreign organizations, check here ►

H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual 16) ► \$ 35,232,437. <i>(Part I, column (d) must be on cash basis)</i>

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 type="checkbox"/> if the foundation is not required to attach Sch. B.					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities					
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a	1,737,089.				
	7 Capital gain net income (from Part IV, line 2)					
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss) (attach schedule)						
11 Other income (attach schedule)						
12 Total. Add lines 1 through 11	RECEIVED NOV 15 2010	833.	833.	833.	ATCH 2	
		56,617.	316,690.	316,690.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.				
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	ATCH 3	9,488.	3,750.	0.	5,738.
	b Accounting fees (attach schedule)	ATCH 4	11,600.	5,800.	0.	5,800.
	c Other professional fees (attach schedule)	*	58,757.	58,657.	100.	
	17 Interest	ATCH 6	111.	111.		
	18 Taxes (attach schedule) (see page 14 of the instructions)		3,877.		3,877.	
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)	ATCH 8	9,088.	8,313.		775.
	24 Total operating and administrative expenses.		92,921.	76,631.	3,977.	12,313.
Add lines 13 through 23						
25 Contributions, gifts, grants paid		1,033,550.			1,033,550.	
26 Total expenses and disbursements Add lines 24 and 25		1,126,471.	76,631.	3,977.	1,045,863.	
27 Subtract line 26 from line 12		-1,069,854.				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			240,059.			
c Adjusted net income (if negative, enter -0-)				312,713.		

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	2,976.	235,414.	235,414.
	2 Savings and temporary cash investments	4,960,923.	4,337,203.	4,337,203.
	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) ► *		13,480,638.	
	Less allowance for doubtful accounts ►	13,127,887.	13,480,638.	13,480,638.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) **	0.	503,440.	536,881.
	b Investments - corporate stock (attach schedule) ATTACH 10	11,398,624.	13,389,454.	13,100,336.
	c Investments - corporate bonds (attach schedule) ATTACH 11	1,254,678.	0.	0.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATTACH 12	6,128,884.	3,857,969.	3,541,965.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	36,873,972.	35,804,118.	35,232,437.
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)			
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 and complete lines 27 through 31. ► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	36,873,972.	35,804,118.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	36,873,972.	35,804,118.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	36,873,972.	35,804,118.	

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	36,873,972.
2 Enter amount from Part I, line 27a	2	-1,069,854.
3 Other increases not included in line 2 (itemize) ► ATTACHMENT 13	3	
4 Add lines 1, 2, and 3	4	35,804,118.
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	35,804,118.

** ATTACH 9

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 PART IV SCHEDULE				
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) 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	-260,073.
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	

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			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
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			

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 ruling letter if necessary - see instructions)	4,801.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .	
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
3	Add lines 1 and 2 . . .	3 4,801.
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 4,801.
6	Credits/Payments	
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a 40,000.
b	Exempt foreign organizations-tax withheld at source . . .	6b 0.
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c 0.
d	Backup withholding erroneously withheld . . .	6d
7	Total credits and payments. Add lines 6a through 6d . . .	7 40,000.
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 35,199.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 25,000. Refunded ► 11 10,199.	11

Part VII-A Statements Regarding Activities

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? . . .	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	Yes <input type="checkbox"/>
	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	
1c	Did the foundation file Form 1120-POL for this year? . . .	Yes <input type="checkbox"/>
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	Yes <input type="checkbox"/>
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 . . .	Yes <input type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	Yes <input type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	Yes <input type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . If "Yes," attach the statement required by General Instruction T	Yes <input type="checkbox"/>
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? . . .	Yes <input type="checkbox"/>
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	Yes <input type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► OH,	
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 . . .	Yes <input type="checkbox"/>
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 . . .	Yes <input type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	Yes <input type="checkbox"/>

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? 13 X
- Website address ► N/A
- 14 The books are in care of ► MARY KAY INCANDELA Telephone no ► 216-252-7300
Located at ► ONE AMERICAN ROAD CLEVELAND, OH ZIP + 4 ► 44144
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15

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"/> | <input type="checkbox"/> Yes | <input 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"/> | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> | <input type="checkbox"/> Yes | <input 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"/> | <input type="checkbox"/> Yes | <input 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"/> | <input type="checkbox"/> Yes | <input 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)? | | | 1b |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | | |
| 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? | | | 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 ► | | | |
| 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) | | | 2b X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input checked="" type="checkbox"/> Yes | <input 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) | | | 3b X |
| 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 |

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(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)?				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?	<input type="checkbox"/> Yes <input checked="" 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 type="checkbox"/> No			6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	If "Yes" to 6b, file Form 8870				
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?				7b X

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
ATTACHMENT 14		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 ►

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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 ► NONE

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 23 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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	

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	29,105,668.
b	Average of monthly cash balances	1b	4,472,103.
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	33,577,771.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	33,577,771.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	503,667.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,074,104.
6	Minimum investment return. Enter 5% of line 5	6	1,653,705.

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	1,653,705.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,801.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,801.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,648,904.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,648,904.
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	1,648,904.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,045,863.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	0.
3	Amounts set aside for specific charitable projects that satisfy the	3b	0.
a	Suitability test (prior IRS approval required)	4	1,045,863.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,045,863.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,648,904.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	543,301.			
e From 2008	655,290.			
f Total of lines 3a through e		1,198,591.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 1,045,863.				
a Applied to 2008, but not more than line 2a				
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				1,045,863.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))		603,041.		603,041.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		595,550.		
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				
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		595,550.		
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	595,550.			
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 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)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	Tax year				Prior 3 years
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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)(ii)				
(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 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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATTACHMENT 15				
Total.			► 3a	1,033,550.
<i>b Approved for future payment</i>				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****4 Dividends and interest from securities****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue** a _____

- b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total** Add line 12, columns (b), (d), and (e)

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

13 _____

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**Line No.**

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions | | . |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

11-10-2010 PRESIDENT

jian Hong

Signature of officer or trustee

Date _____

Title

Paid
Preparer's
Use Only

Preparer's
signature

8

11-4-1

Check if
self-emp

Preparer's identifying number (See Signature on page 30 of the instructions)

page 30 of the instructions

Firm's name (or yours if self-employed), address, and ZIP code

~~SUSTIN, BARTELL & WALDMAN, LTD.~~
1801 EAST 9TH STREET #920
CLEVELAND, OH

FIN 34-1748861

Form 990-PE (2008)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
767.		VANGUARD FUNDS CAPITAL GAIN DIVS PROPERTY TYPE: SECURITIES 0.				P	VAR	VAR 767.
236,404.		CREDIT SUISSE PROPERTY TYPE: SECURITIES 250,005.				P	07/25/2007	01/29/2009 -13,601.
500,000.		MADOFF SIPC PROPERTY TYPE: SECURITIES 500,000.				P	VAR	VAR
500,197.		KEYBANK US NOTES PROPERTY TYPE: SECURITIES 501,232.				P	10/20/2006	08/15/2009 -1,035.
1,476.		KEYBANK CAPITAL GAIN DIVS PROPERTY TYPE: SECURITIES 0.				P	VAR	VAR 1,476.
356,775.		KEYBANK ACCT 20102301482360 PROPERTY TYPE: SECURITIES 560,619.				P	VAR	VAR -203,844.
127,083.		KEYBANK ACCT 20102301482360 PROPERTY TYPE: SECURITIES 175,272.				P	VAR	VAR -48,189.
2,791.		ISLAND FUND III PROPERTY TYPE: OTHER 0.				P	VAR	VAR 2,791.
11,596.		ATLAS ENERGY RESOURCES PROPERTY TYPE: OTHER 10,034.				P	01/01/2002	09/29/2009 1,562.
TOTAL GAIN(LOSS)								<u>-260,073.</u>

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
KEYBANK ACCT 102300529460 DIVIDENDS	230,168.	230,168.	230,168.
KEYBANK ACCT 102300529460 INTEREST	433.	433.	433.
KEYBANK ACCT 102300529460 US INTEREST	46,875.	46,875.	46,875.
RIDGE CLEARING DIVIDENDS	1,468.	1,468.	1,468.
RIDGE CLEARING INTEREST			
JAMES GIDDENS DIVIDENDS			
JAMES GIDDENS OID			
MERRILL LYNCH DIVIDENDS			
KEYBANK ACCT 20102301482360 DIVIDENDS	2,827.	2,827.	2,827.
ISLAND FUND III	10,465.	10,465.	10,465.
PRIMUS CAPITAL FUND VI	2.	2.	2.
CLARIION WORLD OFFSHORE FUND			
GOLDMAN SACHS 030255327	308.	308.	308.
VANGUARD FUND DIVIDENDS	23,311.	23,311.	23,311.
TOTAL	<u><u>315,857.</u></u>	<u><u>315,857.</u></u>	<u><u>315,857.</u></u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
CLARIION WORLD OFFSHORE FUND			
ATLAS ENERGY RESOURCES	972.	972.	972.
ATLAS ENERGY RESOURCES	-139.	-139.	-139.
TOTALS	<u><u>833.</u></u>	<u><u>833.</u></u>	<u><u>833.</u></u>

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	9,488.	3,750.	5,738.	
TOTALS	<u><u>9,488.</u></u>	<u><u>3,750.</u></u>	<u><u>0.</u></u>	<u><u>5,738.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX RETURN PREPARATION	11,600.	5,800.	5,800.	5,800.
TOTALS	<u>11,600.</u>	<u>5,800.</u>	<u>0.</u>	<u>5,800.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
KEYBANK TRUST FEES	100.	100.
INVESTMENT MANAGEMENT-KEYBANK	57,955.	57,955.
INVESTMENT MANAGEMENT-OTHER	702.	702.
TOTALS	<u>58,757.</u>	<u>58,657.</u>
		<u>100.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT, INCOME</u>
PRIMUS CAPITAL FUND VI	111.	111.
TOTALS	<u>111.</u>	<u>111.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION

FOREIGN TAXES
EXCISE TAXES

REVENUE
AND
EXPENSES
PER BOOKS

3,877.

TOTALS

3,877.

ADJUSTED
NET
INCOME

3,877.

3,877.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ISLAND FUND III	1,261.	1,261.	
ASCOT PARTNERS	154.	154.	
ADMINISTRATIVE FEE	575.		
OHIO FILING FEE	200.		
PRIMUS CAPITAL FUND VI	6,550.	6,550.	
ATLAS ENERGY RESOURCES	348.	348.	
TOTALS	<u>9,088.</u>	<u>8,313.</u>	<u>775.</u>

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KEYBANK - US NOTES	503,440.	536,881.
US OBLIGATIONS TOTAL	<u>503,440.</u>	<u>536,881.</u>

ATTACHMENT 9

AMERICAN GREETINGS STOCK
KEYBANK 20102300529460
GOLDMAN SACHS INTERNATIONAL
VANGUARD FUNDS
GOLDMAN SACHS 255327

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN GREETINGS STOCK	4,793,154.	4,444,376.
KEYBANK 20102300529460	5,572,471.	5,604,030.
GOLDMAN SACHS INTERNATIONAL	1,000,000.	658,503.
VANGUARD FUNDS	1,950,000.	2,322,857.
GOLDMAN SACHS 255327	73,829.	70,570.
TOTALS	13,389,454.	13,100,336.

ATTACHMENT 10

DESCRIPTION

CREDIT SUISSE S&P 500 INDEX
KEYBANK BONDS 20102300529460

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
CREDIT SUISSE S&P 500 INDEX KEYBANK BONDS 20102300529460	0. 0.	0. 0.
TOTALS	0.	0.

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
ISLAND FUND III	0.	0.
ASCOT PARTNERS	4,919.	4,919.
PRIMUS CAPITAL FUND	205,999.	205,999.
CLARIION WORLD OFFSHORE FUND	0.	0.
STERLING STAMOS LEVERED FUND	500,000.	263,128.
STERLING STAMOS GROWTH FUND	500,000.	697,148.
ARIEL FUND	750,000.	493,391.
GOLDMAN SACHS ASIA	500,000.	478,875.
GOLDMAN SACHS GSIP	1,000,000.	1,001,176.
GOLDMAN SACHS MEZZANINE	310,000.	310,278.
GOLDMAN SACHS LIQUIDITY	87,051.	87,051.
TOTALS	3,857,969.	3,541,965.

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	-------------------	-----------------------

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	-------------------	-----------------------

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

PRIOR PERIOD ADJUSTMENT

TOTAL

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		0.	0.		
GARY WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	PRESIDENT 2.00	0.	0.	0.	0.
JUDITH STONE WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	SECRETARY & TRUSTEE 1.00	0.	0.	0.	0.
HENSHA GANSBOURG ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.	0.
MYRNA TATAR ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.	0.
HELEN STONE ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.	0.
MORRY WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JEFFREY WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.
ZEV WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.
ELIE WEISS ONE AMERICAN ROAD CLEVELAND, OH 44144	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS
SEE ATTACHED LISTING

SEE ATTACHED LISTING

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

501 (C) (3)

SEE DETAIL ATTACHED

PURPOSE OF GRANT OR CONTRIBUTION
TOTAL CONTRIBUTIONS PAID
1,033,550.

ATTACHMENT 15

AMOUNT

1,033,550

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2009 through 12/31/2009

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
American Friends of Magen David Adom 3645 Warrensville Center Road, Suite 111 Cleveland, OH 44122	Community Support / Outreach	\$ 1,000
American Friends of Nishmat 271 Madison Avenue, 3rd Floor New York, NY 10016	Educational	\$ 18,000
AMIT Women 817 Broadway New York, NY 10003	Educational	\$ 2,500
Bar-Ilan University 6735 Telegraph Road, Suite 130 Bloomfield Hills, MI 48301	Educational	\$ 20,000
Bnai Jeshurun Congregation 27501 Fairmount Blvd. Cleveland, OH 44124	Community Support / Outreach	\$ 1,000
Boca Raton Synagogue 7900 Montoya Circle Boca Raton, FL 33433	Educational	\$ 4,000
Chabad Jewish Center of Solon 5570 Harper Road Solon, OH 44139	Community Support / Outreach	\$ 500
Chai Lifeline / Camp Simcha 151 West 30th Street New York, NY 10001	Educational	\$ 1,000
Cleveland Hillel Foundation 11291 Euclid Avenue Cleveland, OH 44106	Educational	\$ 1,000

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2009 through 12/31/2009

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
Friends of Ir David 1300 Flatbush Avenue Brooklyn, NY 11210	Educational	\$ 3,000
Fuchs Mizrachi School 2301 Fenwick Road University Hts., OH 44118	Educational	\$ 150,000
Hebrew Academy of Cleveland 1860 South Taylor Road Cleveland Hts., OH 44118	Educational	\$ 22,000
Jewish Community Federation of Cleveland 1750 Euclid Avenue Cleveland, OH 44115	Community Support / Outreach	\$ 473,250
Jewish Educational Media 468 Crown Street Brooklyn, NY 11225	Educational	\$ 13,000
Living Legacy 2479 S. Green Road Beachwood, OH 44122	Educational	\$ 2,800
Maltz Museum of Jewish Heritage 2929 Richmond Road Beachwood, OH 44122	Educational	\$ 1,000
Matan B'Sayser 3528 Blanche Road Cleveland Hts., OH 44118	Community Support / Outreach	\$ 10,000
Mosdos Ohr Hatorah 1508 Warrensville Center Road Cleveland Hts., OH 44121	Educational	\$ 500

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2009 through 12/31/2009

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
Operation Open Curtain 6 East 45 Street, 11th Floor New York, NY 10017	Educational	\$ 3,000
Rabbinical College of Telshe Yeshiva 28400 Euclid Avenue Wickliffe, OH 44092	Educational	\$ 1,000
Siegal College of Judaic Studies 26500 Shaker Blvd. Cleveland, OH 44122-7197	Educational	\$ 1,000
Union of Orthodox Jewish Congregations 11 Broadway, 14th Floor New York, NY 10004	Educational / Outreach	\$ 25,000
VHH 788 Eastern Parkway, Suite 303 Brooklyn, OH 11213	Educational	\$ 12,000
Yeshivat Hakotel PO Box 603 Jerusalem 91006 Israel	Educational	\$ 1,000
Yeshiva University 500 West 185th Street, Suite BH-718 New York, NY 10033	Educational	\$ 150,000
Yeshivat Chovevei Torah Rabbinical School 475 Riverside Drive, Suite 244 New York, NY 10115	Educational	\$ 3,000
Yeshivat Har Etzion 160 Broadway, Suite 1000 New York, NY 10038	Educational	\$ 3,000

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2009 through 12/31/2009

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
Yeshivat Hesder Akko PO Box 499 Akko 24105 Israel	Educational	\$ 10,000
Young Israel Camp Stone 2463 South Green Road Beachwood, OH 44122	Educational	\$ 100,000
Total Contributions Given in 2009		<u>\$ 1,033,550</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2009

Name of estate or trust IRVING I. STONE FOUNDATION
C/O MARY KAY INCANDELA

Employer identification number
34-1892327

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-201,053.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	(272,545.)
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-473,598.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-59,020.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	(105,600.)
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-164,620.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

IRVING I. STONE FOUNDATION

Employer identification number

34-1892327

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a KEYBANK ACCT 2010230148236	0		356,775.	560,619.	-203,844.
ISLAND FUND III			2,791.	0.	2,791.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -201,053.

-201,053.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo. day, yr.)	(c) Date sold (mo. day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VANGUARD FUNDS CAPITAL GAIN DIVS			767.	0.	767.
CREDIT SUISSE	07/25/2007	01/29/2009	236,404.	250,005.	-13,601.
MADOFF SIPC			500,000.	500,000.	
KEYBANK US NOTES	10/20/2006	08/15/2009	500,197.	501,232.	-1,035.
KEYBANK CAPITAL GAIN DIVS			1,476.	0.	1,476.
KEYBANK ACCT 20102301482360			127,083.	175,272.	-48,189.
ATLAS ENERGY RESOURCES	01/01/2002	09/29/2009	11,596.	10,034.	1,562.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -59,020.

Schedule D-1 (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13 Net short-term gain or (loss)	13			- 473,598.
14 Net long-term gain or (loss):				
a Total for year	14a			- 164,620.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			- 638,218.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation			
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		16	(3,000)
a The loss on line 15, column (3) or b \$3,000			

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates			
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero			
Caution: Skip this part and complete the worksheet on page 8 of the instructions if			
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or			
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero			

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

Capital Loss Carryover Worksheet

Keep for Your Records

Use this worksheet to figure the estate's or trust's capital loss carryovers from 2009 to 2010 if Schedule D, line 16 is a loss and (a) the loss on Schedule D, line 15, col. (3) is more than \$3,000 or (b) Form 1041, page 1, line 22 is a loss.

1. Enter taxable income or (loss) from Form 1041, line 22 1. -3,139.
 2. Enter the loss from line 16 of Schedule D as a positive amount 2. 3,000.
 3. Enter amount from Form 1041, line 20 3. _____
 4. Adjusted taxable income. Combine lines 1, 2, and 3. If zero or less, enter -0- 4. _____
 5. Enter the smaller of line 2 or line 4 5. _____
- Note:** If line 5 of Schedule D is a loss, go to line 6, otherwise, enter -0- on line 6 and go to line 10
6. Enter loss from Schedule D, line 5 as a positive amount 6. 272,545.
 7. Enter gain, if any, from Schedule D, line 12. If that line is blank or shows a loss, enter -0- 7. _____
 8. Add lines 5 and 7 8. _____
 9. **Short-term capital loss carryover to 2010.** Subtract line 8 from line 6. If zero or less, enter -0-. If this is the final return of the estate or trust, also enter on Schedule K-1 (Form 1041), box 11, using code B 9. 272,545.
- Note:** If line 12 of Schedule D is a loss, go to line 10, otherwise, skip lines 10 through 14
10. Enter loss from Schedule D, line 12, as a positive amount 10. 105,600.
 11. Enter gain, if any, from Schedule D, line 5. If that line is blank or shows a loss, enter -0- 11. _____
 12. Subtract line 6 from line 5. If zero or less, enter -0- 12. _____
 13. Add lines 11 and 12 13. _____
 14. **Long-term capital loss carryover to 2010.** Subtract line 13 from line 10. If zero or less, enter -0-. If this is the final return of the estate or trust, also enter on Schedule K-1 (Form 1041), box 11, using code C 14. 105,600.

- 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 IRVING I. STONE FOUNDATION C/O MARY KAY INCANDELA	Employer identification number 34-1892327
	Number, street, and room or suite no. If a P O box, see instructions ONE AMERICAN ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLEVELAND, OH 44144	

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 ► MARY KAY INCANDELA

Telephone No ► 216 252-7300 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

- I request an additional 3-month extension of time until 11/15/2010
- For calendar year 2009, or other tax year beginning _____ and ending _____
- If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension
INFORMATION NEEDED TO PREPARE A COMPLETE RETURN IS NOT YET AVAILABLE.

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 \$ 20,000.
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 \$ 40,000.
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 ►

Title ►

Date ►

SUSTIN, BARTELL & WALDMAN, LTD.
1801 EAST 9TH STREET #920
CLEVELAND, OH 44114

Form 8868 (Rev 4-2009)