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For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation IRVING I. STONE FOUNDATION
C/O MARY KAY INCANDELAA Employer identification number
34-1892327

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)
(216) 252-7300
EXT 125

ONE AMERICAN ROAD

City or town, state, and ZIP code

CLEVELAND, OH 44144

C If exemption application is pending, check here ►

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 34,414,984. J Accounting method Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (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	660,035.	660,035.	660,035.	ATCH 1
5 a Gross rents				
b Net rental income or (loss)	94,314.			
6 a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	1,058,313.			
7 Capital gain net income (from Part IV, line 2) .		94,314.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold	NOV 15 2012			
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	723,599.	723,599.	723,599.	ATCH 2
12 Total. Add lines 1 through 11	1,477,948.	1,477,948.	1,383,634.	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	46,207.	34,207.		12,000.
b Accounting fees (attach schedule)	10,850.	5,425.		5,425.
c Other professional fees (attach schedule)	68,871.	68,871.		
17 Interest	499.	499.	499.	
18 Taxes (attach schedule) (see instructions)	20,676.	20,676.	20,676.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	11,053.	10,853.		203.
24 Total operating and administrative expenses.	158,156.	140,531.	21,175.	17,628.
Add lines 13 through 23				
25 Contributions, gifts, grants paid	2,079,865.			2,079,865.
26 Total expenses and disbursements Add lines 24 and 25	2,238,021.	140,531.	21,175.	2,097,493.
27 Subtract line 26 from line 12	-760,073.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,337,417.		
c Adjusted net income (if negative, enter -0-)			1,362,459.	

*ATCH 5 JSA

** ATCH 7

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		144,314.	18,931.	18,931.
	2 Savings and temporary cash investments		963,677.	771,809.	771,809.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ► *		* 14,707,409.	14,707,409.	14,707,409.
	Less allowance for doubtful accounts ►		14,208,035.	14,707,409.	14,707,409.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule). **		502,388.		
	b Investments - corporate stock (attach schedule) ATCH 11		14,161,465.	14,108,940.	14,313,034.
	c Investments - corporate bonds (attach schedule) ATCH 12		903,776.	850,320.	891,465.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) ATCH 13		3,653,229.	3,319,402.	3,712,336.
	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)		34,536,884.	33,776,811.	34,414,984.
	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	
	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 checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		34,536,884.	33,776,811.	
	30 Total net assets or fund balances (see instructions)		34,536,884.	33,776,811.	
	31 Total liabilities and net assets/fund balances (see instructions)		34,536,884.	33,776,811.	

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	34,536,884.
2 Enter amount from Part I, line 27a	2	-760,073.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	33,776,811.
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	33,776,811.

**ATCH 10

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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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
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	94,314.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			
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 2011 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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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)	1	26,748.
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	26,748.
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	26,748.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	38,918.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	53,918.
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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	27,170.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 27,170. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?

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)?
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?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see 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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
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 and enter the amount of tax-exempt interest received or accrued during the year. ► 15	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	Yes No 16 X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
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	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	X 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 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	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 2011?	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 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 instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	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		7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		0	0	0

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

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

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

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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 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 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		
3	All other program-related investments See instructions	
3	NONE	
Total. Add lines 1 through 3.		

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	33,124,490.
b	Average of monthly cash balances	1b	850,137.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	33,974,627.
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	
3	Subtract line 2 from line 1d	3	33,974,627.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	509,619.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,465,008.
6	Minimum investment return. Enter 5% of line 5	6	1,673,250.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,673,250.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	26,748.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,646,502.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,646,502.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,646,502.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,097,493.
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	2,097,493.
5	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
6	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	2,097,493.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,646,502.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 , 20 08 , 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	148,822.			
d From 2009				
e From 2010				
f Total of lines 3a through e	148,822.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,097,493.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,646,502.
e Remaining amount distributed out of corpus	450,991.			
5 Excess distributions carryover applied to 2011. (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	599,813.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	599,813.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	148,822.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	450,991.			

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

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

1 Information Regarding Foundation Managers:

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

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

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under

other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number of the person to whom applications should be addressed
- 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 15				
Total			► 3a	2,079,865.
b Approved for future payment				
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 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					
4 Dividends and interest from securities			14	660,035.	
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			18	723,599.	
8 Gain or (loss) from sales of assets other than inventory			18	94,314.	
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)				1,477,948.	

12 Subtotal Add columns (b), (d), and (e)

(See worksheet in line 13 instructions to verify calculations)

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

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

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?	Yes	No
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets	1a(2)	X
b	Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1b(2)	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	1b(3)	X
		1b(4)	X
		1b(5)	X
		1b(6)	X
		1c	X

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

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date

Title

May the IRS discuss this return
with the preparer shown below
(see instructions) X No

Paid Preparer Use Only	Print/Type preparer's name KENNETH SUSTIN	Preparer's signature 	Date <i>10/26/12</i>	Check <input type="checkbox"/> if self-employed	PTIN P01204018
	Firm's name ► SUSTIN, BARTELL & WALDMAN, LTD.	Firm's EIN ► 34-1748861			
	Firm's address ► 1801 EAST 9TH STREET #920 CLEVELAND, OH	44114	Phone no 216-621-1180		

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2011 through 12/31/2011

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
American Friends of Leket Israel 1402 Teaneck Road, #223 Teaneck, NJ 07666	Outreach	\$ 1,000
American Friends of Meir Panim 5316 New Utrecht Avenue Brooklyn, NY 11219	Outreach	\$ 1,000
American Friends of Nishmat 271 Madison Avenue, 3rd Floor New York, NY 10016	Educational	\$ 18,000
American Friends of Yad Eliezer 1102 East 26th Street Brooklyn, NY 11210	Outreach	\$ 1,000
American Friends of Yeshiva Hakotel 5834 Tyndall Avenue Riverdale, NY 10471	Educational	\$ 5,000
AMIT Women 817 Broadway New York, NY 10003	Educational	\$ 5,000
Bar-Ilan University 6735 Telegraph Road, Suite 130 Bloomfield Hills, MI 48301	Educational	\$ 20,000
Bnai Jeshurun Congregation 27501 Fairmount Blvd. Cleveland, OH 44124	Educational	\$ 1,500
Bnei Akiva of Cleveland 2463 S. Green Road Beachwood, OH 44122	Educational	\$ 10,000
Boca Raton Synagogue 7900 Montoya Circle Boca Raton, FL 33433	Educational	\$ 4,000

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2011 through 12/31/2011

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
Chabad Jewish Center of Solon 5570 Harper road Solon, OH 44139	Outreach	\$ 500
Chabad of Boca Raton 17950 Military Trail Boca Raton, FL 33496	Educational	\$ 5,000
Chai Lifeline 151 West 30th Street New York, N 10001	Outreach	\$ 1,000
Cleveland Hillel Foundation 11291 Euclid Avenue Cleveland, OH 44106	Educational	\$ 2,500
Efrat Emergency Medical Center 1360 Clifton Ave. #323 Clifton, NJ 07012	Outreach	\$ 2,500
Friendship Circle of Cleveland 1980 S Green Road South Euclid, OH 44121	Educational	\$ 2,500
Fuchs Mizrachi School 26600 Shaker Blvd. Beachwood, OH 44122	Educational	\$ 475,000
Gross Schechter Day School 27601 Fairmount Blvd. Pepper Pike, OH 44124	Educational	\$ 1,000
Hebrew Academy of Cleveland 1860 South Taylor Road Cleveland Hts., OH 44118	Educational	\$ 32,000

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2011 through 12/31/2011

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
Hillel: The Foundation for Jewish Campus Life Charles and Lynn Schusterman International Center Arthur and Rochelle Belfer Building 800 Eighth Street, NW Washington, DC 20001-3724	Educational	\$ 10,000
Jewish Community Federation of Cleveland 25701 Science Park Drive Cleveland, OH 44122-7302	Educational/ Outreach	\$ 842,565
Living Legacy 1980 South Green Road South Euclid, OH 44121	Educational	\$ 2,800
Lubavitch Youth Organization/Harlem 1368 President Street Brooklyn, OH 11213	Educational	\$ 17,700
Matan B'Sayser 3528 Blanche Avenue Cleveland, OH 44118	Outreach	\$ 28,000
Mechinat Beit Yatir Beit Yatir 90402 Israel	Educational	\$ 1,000
National Conference of Synagogue Youth Cleveland Chapter 14390 Washington Blvd. University Hts., OH 44118	Educational	\$ 3,000
Operation Open Curtain 230 Fifth Avenue, Suite 1811 New York, NY 10001	Educational	\$ 3,000
Union of Orthodox Jewish Congregations 11 Broadway, 14th Floor New York, NY 10004	Educational	\$ 25,000

Irving I. Stone Foundation
FEIN No. 34-1892327
Cash Contributions
Made from 1/1/2011 through 12/31/2011

<u>Name and Address of Organization</u>	<u>Purpose</u>	<u>Amount</u>
VHH 788 Eastern Parkway, Suite 303 Brooklyn, OH 11213	Educational	\$ 2,300
Yeshiva University 500 West 185th Street, Suite BH-718 New York, NY 10033	Educational	\$ 260,000
Yeshivat Chovevei Torah Rabbinical School 3700 Henry Hudson Parkway, 2nd Floor Riverdale, NY 10463	Educational	\$ 5,000
Yeshivat Har Etzion C/O Etzion Foundation Inc. 111 Galway Place, Suite 203 Teaneck, NJ 07666	Educational	\$ 1,000
Yeshivat Hesder Akko PO Box 499 Akko 24105 Israel	Educational	\$ 5,000
Young Israel Camp Stone 2463 South Green Road Beachwood, OH 44122	Educational	\$ 285,000
<hr/>		
Total Contributions Given in 2011		<u>\$ 2,079,865</u>

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
KEYBANK ACCT 102300529460 DIVIDENDS	294,009.	294,009.	294,009.
KEYBANK ACCT 102300529460 INTEREST	306.	306.	306.
KEYBANK ACCT 102300529460 US INTEREST	22,500.	22,500.	22,500.
NEUBERGER BERMAN DIVIDENDS	15,354.	15,354.	15,354.
NEUBERGER BERMAN INTEREST	326.	326.	326.
GOLDMAN SACHS 030283980			
GOLDMAN SACHS 030283998			
AG STOCK LOAN (KEYBANK)	197,041.	197,041.	197,041.
AG STOCK LOAN (OVER KEYBANK)	93,911.	93,911.	93,911.
PRIMUS CAPITAL FUND VI	421.	421.	421.
PTPS	58.	58.	58.
GOLDMAN SACHS 030255327	154.	154.	154.
VANGUARD FUND DIVIDENDS	6,322.	6,322.	6,322.
VANGUARD FUND DIVIDENDS	29,633.	29,633.	29,633.
TOTAL	<u>660,035.</u>	<u>660,035.</u>	<u>660,035.</u>

FORM 990PF, PART I - OTHER INCOME

ATTACHMENT 2

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
AMERICAN MIDSTREAM	-192.	-192.	-192.
ENTERPRISE PRODUCTS	-1,910.	-1,910.	-1,910.
TARGA RESOURCES	-727.	-727.	-727.
NUSTAR	-371.	-371.	-371.
KINDER MORGAN	-829.	-829.	-829.
ENERGY TRANSFER	-992.	-992.	-992.
PRIMUS CAPITAL FUND VI	8.	8.	8.
ENERGY	-220.	-220.	-220.
CHESAPEAKE	-489.	-489.	-489.
MADDOFF RECOVERY	730,019.	730,019.	730,019.
PAA NATURAL GAS	-669.	-669.	-669.
ROSE ROCK	-13.	-13.	-13.
OILTANKING	-19.	-19.	-19.
MAGELLAN	13.	13.	13.
PLAINS	-10.	-10.	-10.
TOTALS	<u>723,599.</u>	<u>723,599.</u>	<u>723,599.</u>

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	46,207.	34,207.	12,000.	
TOTALS	<u>46,207.</u>	<u>34,207.</u>	<u>12,000.</u>	

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 4

<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	10,850.	5,425.	5,425.	
TOTALS	<u>10,850.</u>	<u>5,425.</u>	<u>5,425.</u>	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT-KEYBANK	68,871.	68,871.
TOTALS	<u>68,871.</u>	<u>68,871.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PRIMUS CAPITAL FUND VI	499.	499.	499.
TOTALS	<u>499.</u>	<u>499.</u>	<u>499.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
EXCISE TAXES	20,000.	20,000.	20,000.
FOREIGN TAXES	676.	676.	676.
TOTALS	<u><u>20,676.</u></u>	<u><u>20,676.</u></u>	<u><u>20,676.</u></u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	3.	3.	3.
ASCOT PARTNERS	154.	154.	
OHIO FILING FEE	200.	200.	
PRIMUS CAPITAL FUND VI	10,696.	10,696.	
TOTALS	<u>11,053.</u>	<u>10,853.</u>	<u>203.</u>

ATTACHMENT 8

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	AG STOCK LOAN
ORIGINAL AMOUNT:	14,208,035.
INTEREST RATE:	5.290000
DATE OF NOTE:	08/01/2006
MATURITY DATE:	08/11/2016
BEGINNING BALANCE DUE 14,208,035.	
ENDING BALANCE DUE <u>14,707,409.</u>	
ENDING FAIR MARKET VALUE <u>14,707,409.</u>	
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE <u>14,208,035.</u>	
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE <u>14,707,409.</u>	
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE <u>14,707,409.</u>	

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ATTACHMENT 10</u>
KEYBANK - US NOTES		
KEYBANK - GNMA		
US OBLIGATIONS TOTAL		

ATTACHMENT 10ENDING
FMVENDING
FMV

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN GREETINGS STOCK	4,793,154.	2,551,590.
KEYBANK 20102300529460	6,968,370.	8,382,510.
VANGUARD FUNDS	1,672,244.	2,670,787.
GOLDMAN SACHS 255327	160,476.	160,476.
NEUBERGER BERMAN	514,696.	547,671.
 TOTALS	 <u>14,108,940.</u>	 <u>14,313,034.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KEYBANK BONDS 20102300529460	850,320.	891,465.
TOTALS	<u>850,320.</u>	<u>891,465.</u>

ATTACHMENT 12

ENDING
FMV

891,465.

850,320.

850,320.

850,320.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
ASCOT PARTNERS	4,666.	4,666.
PRIMUS CAPITAL FUND	333,041.	395,984.
SP CAPITAL PHIL OFFSHORE FUND	500,000.	499,834.
STERLING STAMOS LEVERED FUND	250,000.	241,310.
STERLING STAMOS GROWTH FUND	500,000.	724,738.
ARIEL FUND	322,611.	407,801.
GOLDMAN SACHS ASIA	62,033.	37,589.
GOLDMAN SACHS GSIP	1,000,000.	1,074,423.
GOLDMAN SACHS MEZZANINE	310,000.	310,092.
GOLDMAN SACHS LIQUIDITY	37,051.	15,899.
 TOTALS	 <u>3,319,402.</u>	 <u>3,712,336.</u>

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			
15,007.		VANGUARD FUNDS				VAR	15,007.	VAR
7,130.		VANGUARD FUNDS				VAR	7,130.	VAR
12.		NEUBERGER BERMAN				VAR	12.	VAR
18,322.		NEUBERGER BERMAN	19,744.			VAR	-1,422.	VAR
128,960.		NEUBERGER BERMAN	139,569.			VAR	-10,609.	VAR
77,132.		KEYBANK ACCT 102300529460	77,182.			VAR	-50.	VAR
760,417.		KEYBANK ACCT 102300529460	724,737.			VAR	35,680.	VAR
5,152.		KEYBANK ACCT 102300529460				VAR	5,152.	VAR
7,307.		KEYBANK ACCT 102300529460	2,648.			VAR	4,659.	VAR
38,799.		PRIMUS CAPITAL FUND VI				VAR	38,799.	VAR
75.		PTPS				VAR	75.	VAR
		PTPS-1231	119.			VAR	-119.	VAR
TOTAL GAIN(LOSS)							94,314.	

NAME AND ADDRESSTITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

GARY WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

PRESIDENT

JUDITH STONE WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

SECRETARY & TRUSTEE

HENSHA GANSBOURG
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

TRUSTEE

MYRNA TATAR
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

TRUSTEE

HELEN STONE
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

TRUSTEE

MORRY WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

0

TRUSTEE

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

JEFFREY WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

TRUSTEE
0
0

ZEV WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

TRUSTEE
0
0

ELIE WEISS
ONE AMERICAN ROAD
CLEVELAND, OH 44144

GRAND TOTALS

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

<u>RECIPIENT NAME AND ADDRESS</u>		<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHED LISTING	501(C) (3)	SEE DETAIL ATTACHED	TOTAL CONTRIBUTIONS PAID	<u>2,079,865.</u> <u>2,079,865.</u>

ATTACHMENT 15

**SCHEDULE D
(Form 1041).**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

► 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).

Name of estate or trust **IRVING I. STONE FOUNDATION**
C/O MARY KAY INCANDELAEmployer identification number
34-1892327Note: 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 pnce	(e) Cost or other basis (see 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	-1,472.
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 2010 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	-274,017.

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 pnce	(e) Cost or other basis (see 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	95,786.
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 2010 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	-9,814.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-274,017.
14	Net long-term gain or (loss):			
a	Total for year	14a		-9,814.
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		-283,831.

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.
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 in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in 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?	27		
	<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 2011 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 2011 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) 2011

Department of the Treasury
Internal Revenue Service

Name of estate or trust

IRVING I. STONE FOUNDATION

Employer identification number
34-1892327

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -1,472.

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

Schedule D-1 (Form 1041) 2011

JSA

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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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 95,786.

Schedule D-1 (Form 1941) 2011

Capital Loss Carryover Worksheet

Keep for Your Records

Use this worksheet to figure the estate's or trust's capital loss carryovers from 2011 to 2012 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. -9,428.
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 2012.** 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 2012.** 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.

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions IRVING I. STONE FOUNDATION C/O MARY KAY INCANDELA	Employer identification number (EIN) or <input checked="" type="checkbox"/> 34-1892327
	Number, street, and room or suite no. If a P O box, see instructions ONE AMERICAN ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CLEVELAND, OH 44144	

Enter the Return code for the return that this application is for (file a separate application for each return) 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2011 or► tax year beginning _____, 20_____, and ending _____, 20_____

2 If the tax year entered in line 1 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	\$ 53,918.
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	3b	\$ 38,918.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 15,000.

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 1-2012)

• 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions SAPIRSTEIN-STONE-WEISS FOUNDATION	Employer identification number (EIN) or X 34-6548007
	Number, street, and room or suite no. If a P.O. box, see instructions. 10500 AMERICAN ROAD	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44144	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 990-EZ	01	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

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.

- 4 I request an additional 3-month extension of time until **11/15, 2012**.
- 5 For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 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 **K-1 INFORMATION NEEDED TO COMPLETE THE RETURN HAS NOT BEEN RECEIVED.**

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 \$ 53,329.
8b 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 \$ 28,329.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 25,000.

Signature and Verification must be completed for Part II only.

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 ►

7-9-12

Form 8868 (Rev. 1-2012)