Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: The Stone Map and Atlas Foundation

A Employer identification number: 20-1945131

Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd — Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

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 foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,609,995

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,013,274			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21	21	21	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	5,351,288			
	b Gross sales price for all assets on line 6a 352,941				
	7 Capital gain net income (from Part IV, line 2)		5,621,545		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	9,364,583	5,621,566	21	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	46,304			46,304
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,200			
	19 Depreciation (attach schedule) and depletion	76,285			
	20 Occupancy	86,139			86,139
	21 Travel, conferences, and meetings				
	22 Printing and publications	6,127			6,127
	23 Other expenses (attach schedule)	31,542	110		31,411
	24 **Total operating and administrative expenses.** Add lines 13 through 23	251,597	110	0	169,981
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25	251,597	110	0	169,981
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	9,112,986			
	b **Net investment income** (if negative, enter -0-)		5,621,456		
	c **Adjusted net income** (if negative, enter -0-)			21	

SCANNED NOV 27 2013

RECEIVED NOV 2013 OGDEN, UT

90-18

20

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	31,328	6,223,511	6,223,511
	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) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	37,868	37,868	37,868
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)		154,135	157,717
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		2,659,982	
	14 Land, buildings, and equipment basis ▶ 690,555			
	Less accumulated depreciation (attach schedule) ▶ 114,206	644,663	576,349	576,349
	15 Other assets (describe ▶ See Attached Statement)	4,319,851	4,319,851	4,614,550
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,033,710	13,971,696	11,609,995
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	175,000		
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	175,000	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here 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. ▶ ☒			
	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	4,858,710	13,971,696	
	30 **Total net assets or fund balances** (see instructions)	4,858,710	13,971,696	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,033,710	13,971,696	

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	4,858,710
2	Enter amount from Part I, line 27a	2	9,112,986
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,971,696
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	13,971,696

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	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c	Partnership distribution in excess of basis			
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	352,941		86,733	266,208
b				5,354,562
c				775
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				266,208
b				5,354,562
c				775
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	5,621,545
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))
2011	170,422	54,047	3 153218
2010	707,532	106,356	6 652488
2009	39,640	6,515	6 084421
2008	17,157	19,306	0 888687
2007	38,281	25,697	1 489707

2	**Total** of line 1, column (d)	2	18 268521
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	3 653704
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	305,315
5	Multiply line 4 by line 3	5	1,115,531
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	56,215
7	Add lines 5 and 6	7	1,171,746
8	Enter qualifying distributions from Part XII, line 4	8	177,952

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	112,429
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	0
3	Add lines 1 and 2	3	112,429
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	112,429
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,331		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 109,893		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	115,224
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	11
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,784
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,784 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www mamlj org

14 The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

			Yes	No
16	At any time during calendar year 2012, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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	00			
	00			
	00			
	00			
	00			
Total number of other employees paid over $50,000 ▶				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 See Attachment	163,645
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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	26,469
b	Average of monthly cash balances	1b	283,495
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	309,964
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	309,964
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	4,649
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	305,315
6	**Minimum investment return.** Enter 5% of line 5	6	15,266

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
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	0

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	169,981
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	7,971
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	177,952
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	177,952

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) N/A

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20 ____, 20 ____, 20 ____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ ________				
a	Applied to 2011, 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 2012 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(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	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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 2012, enter the date of the ruling ▶ 1/1/2004

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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	21	9	557	31	618
b 85% of line 2a	18	8	473	26	525
c Qualifying distributions from Part XII, line 4 for each year listed	177,952	170,422	707,538	39,640	1,095,552
d Amounts included in line 2c not used directly for active conduct of exempt activities		400			400
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	177,952	170,022	707,538	39,640	1,095,152
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	11,609,995	5,328,409	5,301,492	4,318,352	26,558,248
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	5,228,767	5,297,081	5,274,751	4,314,399	20,114,998
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	10,177	1,801	3,545	217	15,740
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Michael R Stone Karen M Stone

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	21	
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			18	5,351,288	
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)		0		5,351,309	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,351,309

(See worksheet in line 13 instructions to verify calculations)

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 instructions)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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: 11/14/2013 | Title: Director/President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	11/12/2013		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ One Hollow Lane, Suite 212, Lake Success, NY 11042			Phone no (800) 839-1754	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

The Stone Map and Atlas Foundation

Employer identification number

20-1945131

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
The Stone Map and Atlas Foundation	20-1945131

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ptolemy Capital, LLC 1250 Prospect Street, Suite 200 La Jolla CA 92037 Foreign State or Province Foreign Country	$ 3,657,059	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Stone, Michael R 1021 Muirlands Drive La Jolla CA 92037 Foreign State or Province Foreign Country	$ 356,215	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
The Stone Map and Atlas Foundation	20-1945131

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	TPG STAR SNI, LP	$ 3,657,059	12/12/2012
2	ARGAN, INC AGX, 16000 sh	$ 262,640	8/16/2012
2	MIE HOLDINGS CORP G61157106, 250000 sh	$ 93,575	3/20/2012
		$	
		$	
		$	

Name of organization	Employer identification number
The Stone Map and Atlas Foundation	20-1945131

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		46,304	0	0	46,304
1	Restoration Services	187	0	0	187
2	Website and Database Design	3,690	0	0	3,690
3	Museum Directors	24,758	0	0	24,758
4	Preparation of Exhibits	2,487	0	0	2,487
5	Interior Design Services	15,182	0	0	15,182

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5,200	0	0	0
1	Estimated Tax for 2012	5,200	0	0	0

Part I, Line 19 (990-PF) - Depreciation and Depletion

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
							76,285	0	0
1	Leasehold Improvements	Various	S/L	9	690,555	37,921	76,285	0	0

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		31,542	110	0	31,411
1	Administrative Fees	13,917	0	0	13,917
2	Bank Charges	110	110	0	0
3	Foundation Dues & Memberships	120	0	0	120
4	Passthrough K-1 Expenses	21	0	0	0
5	Office Expenses	3,606	0	0	3,606
6	IT Support	2,101	0	0	2,101
7	Charitable-use Property Insurance Premium Pmts	9,011	0	0	9,011
8	State or Local Filing Fees	145	0	0	145
9	Webhosting	420	0	0	420
10	Signage	275	0	0	275
11	Wall Mount Training Session	1,570	0	0	1,570
12	Registered Agent Fees	246	0	0	246

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			0	154,135	0	157,717
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	FIFTH STREET FINANCE	13,701		138,555		142,764
2	SPDR S&P 500 ETF TRUST	105		15,580		14,953

Part II, Line 13 (990-PF) - Investments - Other

			0	2,659,982	0
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	TPG STAR SNI, LP			2,659,982	0

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		690,555	37,921	114,206	644,663	576,349	576,349
	Asset Description						
1	Leasehold Improvements	690,555	37,921	114,206	644,663	576,349	576,349

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		4,319,851	4,319,851	4,614,550
1	MAP 002 - CHATELAIN 'NEW FRANCE', 1719		1,500	2,000
2	MAP 003 - MERCATOR AMERICA, 1595		7,500	8,500
3	MAP 004 - MONTANUS NEW ENGLAND, 1671		1,800	2,800
4	MAP 005 - SPEED NEW ENGLAND, 1676		3,500	4,500
5	MAP 006 - BLAEU, NEW ENGLAND, E1635 (1655)		5,500	6,500
6	MAP 008 - ORTELIUS AMERICA, 1587		7,500	8,500
7	MAP 011 - WILLEM BLAEU, C1640		1,000	1,400
8	MAP 013 - FRIES CHINA & JAPAN, 1522-35		4,500	7,500
9	MAP 014 - CELLARIUS CELSTIAL, 1660-1708		2,500	3,000
10	MAP 019 - BLAEU BERMUDA, 1635		3,500	4,000
11	MAP 021 - SEUTTER NEW ENGLAND, 1730		6,500	6,500
12	MAP 022 - BLAEU WORLD, C1633/1657		24,000	26,000
13	MAP 023 - JANSON NEW ENGLAND, 1651/1695		7,500	7,500
14	MAP 024 - HONDIUS BERMUDA, 1633		3,000	3,500
15	MAP 026 - CHATELAIN NORTH AMERICA, 1719		600	800
16	MAP 028 - BLAEU ASIA, C1633-1662		5,500	8,000
17	MAP 029 - HONDIUS AMERICA, 1606		6,500	8,500
18	MAP 030 - ORTELIUS WORLD, 1587/1606		14,000	18,000
19	MAP 031 - RAMUSIO NEW ENGLAND, 1556/1606		3,500	4,500
20	MAP 032 - MUNSTER WORLD, C1550		3,000	3,500
21	MAP 040 - ORTELIUS AMERICA, 1570		7,500	8,500
22	MAP 041 - CORONELLI ANCIENT WORLD, 1691		1,000	1,000
23	MAP 043 - QUAD WORLD, 1600		2,000	2,000
24	MAP 050 - LE MOYNE (DE BRY) FLORIDA, 1591		20,000	25,000
25	MAP 051 - PLANCIUS WORLD, 1594		22,000	28,000
26	MAP 054 - JEFFERYS NEW ENGLAND, 1755/C1768		8,500	15,000
27	MAP 055 - MERCATOR-HONDIUS SOUTHEAST ASIA (MAINLAND), 1606		2,500	3,500
28	MAP 056 - VISSCHER NORTHEAST AMERICA, 1670/C1700-1710		3,500	3,500
29	MAP 060 - LE ROUGE BOSTON, 1779-80		1,500	2,500
30	MAP 061 - CAREY NOVA SCTIA, 1807		200	200
31	MAP 062 - SMITH NEW ENGLAND, 1616 (1635)		40,000	70,000
32	MAP 063 - WALDSEEMULLER AMERICA, 1513		125,000	130,000
33	MAP 065 - SEUTTER WORLD, 1730		4,500	4,500
34	MAP 066 - DE JODE NORTH AMERICA, 1593		45,000	55,000
35	MAP 068 - BUNTING WORLD, 1581		1,500	1,700
36	MAP 069 - SPEED BERMUDA, 1626 (1631)		5,000	5,000
37	MAP 072 - MUNSTER EUROPE AS A QUEEN, 1588		1,500	1,500
38	MAP 074 - OGILBY, ROAD FROM LONDON TO SOUTHAAMPTON, 1696		200	250
39	MAP 075 - OGILBY, ROAD FROM OXFORD TO SALISBURY, 1696		200	250
40	MAP 077 - SANSON ANCIENT ASIA, 1650		700	900
41	MAP 078 - HOMANN HEIRS, ASIA, 1744		500	500
42	MAP 079 - DE BRY CONGO 1601		1,200	1,200
43	MAP 080 - ERICHSEN/SCHONNING, ICELAND, 1771-72		500	500
44	MAP 083 - HOMANN NEW ENGLAND, 1730		2,200	2,200
45	MAP 084 - HENNEPIN NORTH AMERICA, 1698		5,000	6,000
46	MAP 085 - SCHENK WORLD, 1710		4,500	4,500
47	MAP 086 - MUNSTER AMERICA, 1540 (1545)		9,500	12,500
48	MAP 087 - MERCATOR-HONDIUS CHINA, 1606		3,000	4,500

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		4,319,851	4,319,851	4,614,550
49	MAP 088 - FINE WORLD, 1531 (1540)		65,000	70,000
50	MAP 089 - GOOS NEW NETHERLANDS, 1666		15,000	23,000
51	MAP 090 - SANSON NEW MEXICO (SOUTHWEST), 1656		6,500	8,500
52	MAP 091 - HONDIUS AMERICA (FOUR FIGURES BORDERS)		15,000	18,000
53	MAP 095 - VALENTYN JAPAN, 1726		5,000	5,000
54	MAP 096 - JANSSON SOUTHEAST ASIA, 1640		2,000	2,200
55	MAP 097 - DE WIT, SOUTHEAST ASIA, 1680		2,500	2,500
56	MAP 098 - SOLINUS ASIA, 1538		4,000	5,500
57	MAP 099 - DE JODE ASIA, 1593		10,000	12,000
58	MAP 100 - CORONELLI NORTH AMERICA, 1691		15,000	15,000
59	MAP 101 - MOLL, EASTERN NORTH AMERICA ('BEAVER' MAP), 1715		12,000	28,000
60	MAP 108 - MERCATOR-HONDIUS JAPAN, 1606		3,500	3,500
61	MAP 109 - VISSCHER CARIBBEAN, 1670		2,500	3,500
62	MAP 110 - BRIGGS NORTH AMERICA, 1625		16,000	20,000
63	MAP 111 - PITT WORLD, 1680		15,000	15,000
64	MAP 112 - FRIES WORLD, 1522/1525 OR 35		9,500	10,000
65	MAP 113 - DE JODE CHIA, 1593		16,000	18,000
66	MAP 114 - DUDLEY NEW ENGLAND, 1647		25,000	28,000
67	MAP 115 - EVANS/POWNALL, MIDDLE BRITISH COLONIES, 1776		25,000	25,000
68	MAP 116 - ORTELIUS ANCIENT WORLD, 1590		400	700
69	MAP 119 - CLARK, FAIRFIELD COUNTY, 1858		4,000	4,000
70	MAP 121 - WHITE (DE BRY), VIRGINIA, 1590		20,000	26,000
71	MAP 122 - JANSSON BRITISH ISLES, 1646		5,500	6,500
72	MAP 123 - GRYNAEUS/HOLBIEN/MUNSTER, WORLD, 1532		50,000	65,000
73	MAP 124 - ZIEGLER, NORTH ATLANTIC, 1532		15,000	15,000
74	MAP 125 - MYRITIUS WORLD, 1590		6,500	6,500
75	MAP 126 - DE WIT AMERICA, 1680		9,000	9,000
76	MAP 127 - KIRCHER WORLD, 1665/1675		1,800	1,800
77	MAP 129 - WALDSEEMULLER, PTOLEMAIC WORLD, 1513		25,000	38,000
78	MAP 130 - WYTFLIET, ATLAS, 1607		30,000	32,000
79	MAP 132 - SYLVANUS WORLD, 1511		125,000	125,000
80	MAP 133 - SPEED, ATLAS (MINIATURE), 1646		20,000	20,000
81	MAP 136 - MERCATOR-HONDIUS, SCOTLAND (NORTHERN), 1630		350	500
82	MAP 137 - MERCATOR-HONDIUS, SCOTLAND (SOUTHERN), 1630		350	500
83	MAP 138 - STUMPF EUROPE, 1548		4,000	4,000
84	MAP 139 - FRIES, SOUTHERN ASIA, 1522 (1541)		2,500	2,700
85	MAP 140 - SCHEDEL EUROPE, 1493		7,500	8,000
86	MAP 141 - LINSCHOTEN FAR EAST, 1596		10,000	14,000
87	MAP 142 - MONTANUS BERMUDA, 1671		2,400	2,600
88	MAP 143 - DE JODE (AFTER GASTALDI) ASIA, 1593		12,000	14,000
89	MAP 144 - RUSCELLI, EASTERN NORTH AMERICA, 1561		1,600	1,800
90	MAP 145 - RUSCELLI, SOUTHERN NORTH AMERICA, 1561		1,600	1,800
91	MAP 146 - ORTELIUS, ATLAS (PAREGON), 1624		65,000	65,000
92	MAP 147 - FADEN, LAKE CHAMPLAIN (BATTLE), 1776		12,000	12,000
93	MAP 148 - DUDLEY, NORTHEASTERN NORTH AMERICA, 1646		15,000	16,000
94	MAP 149 - ANDREAS, NORTH PACIFIC, 1596		5,000	5,000
95	MAP 150 - APIANUS, BOOK (COSMOGRAPHY), 1564		10,000	12,000
96	MAP 151 - HOUTMAN (DE BRY), ROUTE TO INDIES, 1601		5,000	11,000

Part II, Line 15 (990-PF) - Other Assets

		4,319,851	4,319,851	4,614,550
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
97	MAP 153 - CHATELAIN, WALL MAP OF AMERICA AND PACIFIC, 1719		22,000	22,000
98	MAP 154 - FADEN (STEDMAN)		1,200	1,200
99	MAP 155 - DE LAET, EASTERN CANADA, 1630		2,500	2,500
100	MAP 156 - DE LAET, AMERICA, 1630		2,000	2,500
101	MAP 157 - REISCH, WORLD, 1503		15,000	17,000
102	MAP 159 - ALLARD BRITISH ISLES, 1720		2,000	2,000
103	MAP 160 - COVENS & MORTIER, SCOTLAND, 1720		2,000	2,000
104	MAP 161 - COVENS & MORTIER, IRELAND, 1720		2,000	2,000
105	MAP 162 - MONTANUS VIRGINIA, 1671		2,000	2,400
106	MAP 163 - JEFFERYS, ATLAS, 1776		125,000	130,000
107	MAP 164 - CAREY, ATLAS, 1818		17,000	17,000
108	MAP 165 - VAUGONDY, ATLAS, 1757		26,000	26,000
109	MAP 166 - MUNSTER, ATLAS (COSMOGRAPHY), 1559		60,000	60,000
110	MAP 167 - THEVET AMERICA, 1575		15,000	15,000
111	MAP 168 - DE LAET FLORIDA, 1630		4,000	4,500
112	MAP 169 - ANDREAS WORLD, 1596		3,500	3,500
113	MAP 170 - SMITH (DE BRY) VIRGINIA, 1627		6,500	6,500
114	MAP 172 - BRASSIER/SAYER/BENNETT, LAKE CHAMPLAIN, 1776/1788		8,500	8,500
115	MAP 173 - FIRES, ATLAS, 1525		70,000	70,000
116	MAP 177 - GOTTFIED AMERICA, 1740		2,000	2,300
117	MAP 178 - MITCHELL, ATLAS, 1855		6,500	6,500
118	MAP 179 - MERULA WORLD, 1605		8,000	8,500
119	MAP 184 - SAYER AND BENNETT, ATLAS (AMERICAN MILITARY), 1776		24,000	26,000
120	MAP 185 - FADEN, REVOLUTION BATTLE IN NEW JERSEY, 1777		10,000	12,000
121	MAP 186 - BRION DE LA TOUR, AMERICAN REVOLUTION, 1777		7,500	8,500
122	MAP 187 - MORDEN & BERRY, VIRGINIA TO NEW ENGLAND, 1676		75,000	90,000
123	MAP 188 - SOTZMAN CONNECTICUT, 1796		4,000	4,000
124	MAP 189 - DE BRY, ARETIC, 1599		4,000	4,500
125	MAP 190 - HAPPEL, TWO HEMISPHERE (2 SHEETS), 1687		2,000	2,500
126	MAP 191 - KIRCHER AMERICA, 1665		900	1,500
127	MAP 192 - NICOLOSI NORTH AMERICA, 1660 (1671)		10,000	11,000
128	MAP 194 - SPEED CAROLINA, 1676		5,000	5,500
129	MAP 195 - DU VAL, CANADA, 1653 (1677)		16,000	17,000
130	MAP 197 - SOTZMAN, RHODE ISLAND, 1797		5,000	6,000
131	MAP 198 - DE JODE, AFRICA, 1593		10,000	13,000
132	MAP 199 - DE JODE, EUROPE, 1593		6,000	7,500
133	MAP 200 - MONTRESOR, NEW YORK, 1775		11,000	12,000
134	MAP 201 - ROMANS, CONNECTICUT, 1780		17,000	19,000
135	MAP 202 - ROMANS, NORTHERN NORTH AMERICA, 1780		21,000	23,000
136	MAP 204 - BROWNE, NEW ENGLAND & ANNAPOLIS, 1679 (C1685)		65,000	70,000
137	MAP 205 - RAMUSIO MONTREAL, 1556 (1606)		1,500	1,500
138	MAP 207 - VISSCHER/SCHENK, SCOTLAND, 1705		800	900
139	MAP 208 - VISSCHER, HOLY LAND, 1659		2,500	3,000
140	MAP 211 - HARRIS, BOOK (VOYAGES), 1744-48		14,000	15,000
141	MAP 212 - VADIANUS WORLD, 1534		15,000	17,000
142	MAP 213 - DU CREUX, CANADA, 1660		18,000	18,000
143	MAP 214 - LA PEROUSE, SAN DIEGO, 1797		500	750
144	MAP 215 - ORTELIUS PACIFIC, 1589		11,000	11,000

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		4,319,851	4,319,851	4,614,550
145	MAP 216 - PETRI ATLAS, 1561		10,000	12,000
146	MAP 217 - FRIES AMERICA, 1522 (1525)		11,000	12,000
147	MAP 218 - ROGERS AND JOHNSTON, ATLAS, 1857		8,000	8,000
148	MAP 219 - TANNER, ATLAS (NEW AMERICAN), 1823		50,000	50,000
149	MAP 220 - TANNER, ATLAS (NEW UNIVERSAL), 1846		8,000	10,000
150	MAP 221 - DE FER, MISSISSIPPI (ETC), 1718		10,000	10,000
151	MAP 222 - DUDLEY, CALIFORNIA AND CENTRAL AMERICA, 1646		5,000	7,500
152	MAP 223 - [OTTOMAN], AMERICA, 1803		5,000	5,500
153	MAP 224 - BERLINGHIERI, WORLD, 1482		180,000	220,000
154	MAP 225 - PTOLEMY (ROME), WORLD, 1478		60,000	75,000
155	MAP 226 - DE HOOGHE/MORTIER, MEDITERRANEAN, 1694		37,000	37,000
156	MAP 227 - LINSCHOTEN, SOUTH AMERICA, 1596		10,000	14,000
157	MAP 228 - DE FER, CALIFORNIA, 1720		12,000	12,000
158	MAP 229 - HENNEPIN, BOOK (VOYAGE), 1698		8,500	8,500
159	MAP 231 - BELLIN ICELAND, 1779		200	200
160	MAP 232 - FOURNIER, C1816, "NOVA ITALIA" (NORTH AMERICA)		145,000	85,000
161	MAP 233 - MELA WORLD, 1482		25,000	27,000
162	MAP 234 - MORDEN/BERRY, WORLD, 1676 (1682)		50,000	50,000
163	MAP 235 - FORLANI WORLD, 1570		225,000	215,000
164	MAP 236 - GEELKERCKEN WORLD, 1610		40,000	45,000
165	MAP 238 - SOTZMAN, NORTH AMERICA, 1804		2,000	5,000
166	MAP 239 - DE JODE, WESTERN NO. AMERICA/S.W. PACIFIC, 1593		45,000	55,000
167	MAP 240 - LE CLERE, WORLD, 1602		10,000	12,000
168	MAP 242 - MARTYR, CARIBBEAN, 1511		350,000	350,000
169	MAP 243 - SOTZMAN PENNSYLVANIA, 1797		4,000	4,500
170	MAP 244 - SOTZMAN, NEW YORK, 1799		4,000	4,500
171	MAP 245 - JOHANN SCHNITZER, ULM PTOLEMY WORLD MAP, 1482 OF		200,000	110,000
172	MAP 246 - PHILIPS, VERMONT-QUEBEC, 1806		100	100
173	MAP 248 - LOTTER PENNSYLVANIA, 1760		3,500	4,000
174	MAP 249 - GENTLEMAN'S MAGAZINE, NORTHEAST AMERICA, 1757		400	400
175	MAP 250 - OGILBY, BOOK (AMERICA), 1671		30,000	60,000
176	MAP 252 - LOTTER, NORTH AMERICA & WEST INDIES, 1784		7,500	7,500
177	MAP 254 - FORLANI/ZALTIERI, NORTH AMERICA, 1565-66		185,000	200,000
178	MAP 255 - ZATTA, ATLAS, 1782		50,000	50,000
179	MAP 256 - MOLL, ATLAS, 1735		60,000	85,000
180	MAP 257 - JAILLOT, ATLAS, 1681		25,000	25,000
181	MAP 258 - BOWEN, ATLAS, 1752		16,000	17,000
182	MAP 259 - SOTZMAN, VERMONT, 1796		7,000	7,500
183	MAP 261 - SAUTHIER/FADEN, CANADA, 1777		2,500	2,500
184	MAP 262 - VRIES, BOOK (VOYAGES), WITH TWO MAPS, 1655		65,000	65,000
185	MAP 263 - [MER DES HYSTORIES], WORLD MAP, 1491 (1536)		50,000	40,000
186	MAP 265 - ORTELIUS ATLAS, 1612		220,000	250,000
187	MAP 267 - REISCH, MARGARITA PHILOSOPHICA (BOOK)		45,000	45,000
188	MAP 268 - DE JODE WORLD, 1589 (1593)		25,000	40,000
189	MAP 269 - SALIBA/ DE JODE / JOLLAIN WORLD, C1600/1681		40,000	45,000
190	MAP 350 - KAERIUS, P (1617) LE BELGICUS		32,333	30,000
191	MAP 351 - CELLARIUS, A (1660) CORPORUM COELSTIUM		4,500	6,000
192	MAP 352 - CELLARIUS, A (1660) SITUS TERRAE CIRCULIS COELESTIB		6,136	8,000

Part II, Line 15 (990-PF) - Other Assets

		Book Value Beg of Year	Book Value End of Year	FMV End of Year
		4,319,851	4,319,851	4,614,550
	Asset Description			
193	MAP 353 - CELLARIUS, A (1660) COELI STELLATI		6,955	8,500
194	MAP 354 - CLASON & CO (1907) MAP OF GOLDFIELD NEVADA 1907		1,227	2,500

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	Ptolemy Capital LLC	X	1250 Prospect Street, Suite 200	La Jolla	CA	92037	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Karen M Stone		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1.00	0	0	0
2	Michael R Stone		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Sec	1 00	0	0	0

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	Ptolemy Capital LLC	X	1250 Prospect Street, Suite 200	La Jolla	CA	92037	

The Stone Map and Atlas Foundation
EIN: 20-1945131
Taxable Year Ending December 31, 2012

Form 990-PF, Part IX-A – Summary of Direct Charitable Activities

The Foundation's mission is to educate the public regarding world and national history by making a collection of historic maps available for public viewing Maps have been and will continue to be on display in universities, libraries, museums, hotels, and other public places. In the fall of 2010, the Foundation leased space and began construction to create a gallery to display the Foundation's map collection. In early 2011, the Foundation's museum had its grand opening The museum is open to the public on the 1st and 3rd Saturday of each month No admission is charged for the exhibits and the Foundation pays for any costs related to transportation and insurance when the exhibits are shown elsewhere