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

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation: STONE FAMILY FOUNDATION

A Employer identification number: 43-1773536

Number and street (or P O box number if mail is not delivered to street address): 320 S. BOSTON 19TH FLOOR | Room/suite

B Telephone number: 918-583-1178

City or town, state, and ZIP code: TULSA, OK 74103

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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*) ▶$ 5933946.

J Accounting method [X] 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))

	Line	(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	2928084.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3130.	1191.		STATEMENT 2
	4 Dividends and interest from securities	128451.	128451.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17945.			STATEMENT 1
	b Gross sales price for all assets on line 6a 22517.				
	7 Capital gain net income (from Part IV, line 2)		19227.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	3077610.	148869.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	150.	150.		0.
	b Accounting fees STMT 5	1350.	1000.		350.
	c Other professional fees STMT 6	7027.	7027.		0.
	17 Interest				
	18 Taxes STMT 7	55.	55.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8582.	8232.		350.
	25 Contributions, gifts, grants paid	308000.			308000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	316582.	8232.		308350.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2761028.			
	b **Net investment income** (if negative, enter -0-)		140637.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2858559.	105741.	95707.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S and state government obligations STMT 8	0.	4594256.	4504421.
	b Investments - corporate stock STMT 9	607385.	833355.	639547.
	c Investments - corporate bonds STMT 10	0.	502882.	502882.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	190738.	191389.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ORGANIZATION COSTS)	0.	0.	0.
	16 Total assets (to be completed by all filers)	3465944.	6226972.	5933946.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3465944.	6226972.	
	30 Total net assets or fund balances	3465944.	6226972.	
	31 Total liabilities and net assets/fund balances	3465944.	6226972.	

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	3465944.
2	Enter amount from Part I, line 27a	2	2761028.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6226972.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6226972.

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	INVESCO MORGAN STANLEY INSTITUTIONAL -			
b	193.06 SHS	D	06/10/09	08/27/10
c	COMMERCE BANCSHARES INC - .25 SHS	D	04/03/54	12/22/10
d	CAPITAL GAINS DIVIDENDS			
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	4031.		3290.	741.
c	10.			10.
d	18476.			18476.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				741.
c				10.
d				18476.
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	19227.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2009	150500.	3189922.	.047180
2008	155592.	3352373.	.046412
2007	136350.	3257780.	.041854
2006	80350.	2798810.	.028709
2005	74350.	2461688.	.030203

2	Total of line 1, column (d)	2	.194358
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	.038872
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3837914.
5	Multiply line 4 by line 3	5	149187.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1406.
7	Add lines 5 and 6	7	150593.
8	Enter qualifying distributions from Part XII, line 4	8	308350.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	1406.
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	1406.
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	1406.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	658.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	748.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1406.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4a 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? N/A	4b		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS			
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 2010 or the taxable year beginning in 2010 (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 STMT 12	10	X	

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

		Line	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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SAMUEL C. STONE Telephone no ▶918-583-1178

Located at ▶320 S. BOSTON 19TH FLOOR, TULSA, OK ZIP+4 ▶74103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, 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 page 20 of 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.

			Line	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 page 22 of the instructions)?	N/A	1b		
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
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 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ 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)? N/A | 5b |
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? N/A ☐ Yes ☐ 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? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X
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? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SUE STONE HUNTER 5925 STATE LINE KANSAS CITY, MO 64113	VICE-PRESIDENT 1.00	0.	0.	0.
SAMUEL C. STONE 2204 SOUTH ST. LOUIS TULSA, OK 74114	PRESIDENT 5.00	0.	0.	0.
THOMAS M. HIGGINS III 2345 GRAND BLVD KANSAS CITY, MO 64108	SECRETARY 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the *number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.*	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	2376473.
b	Average of monthly cash balances		1b	1519886.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3896359.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3896359.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	58445.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3837914.
6	**Minimum investment return.** Enter 5% of line 5		6	191896.

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	191896.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1406.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1406.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	190490.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	190490.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	190490.

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	308350.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	308350.
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	5	1406.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306944.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				190490.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2044.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 308350.				
a Applied to 2009, but not more than line 2a			2044.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				190490.
e Remaining amount distributed out of corpus	115816.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	115816.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	115816.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 115816.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 ***Information Regarding Foundation Managers:***

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.

SAMUEL C. STONE, 918-583-1178
320 S. BOSTON 19TH FLOOR, TULSA, OK 74103

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

SPECIFIC FORM NOT REQUIRED

c Any submission deadlines

APPLICATIONS AND REQUESTS ARE ACCEPTED AT ANYTIME

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 13				
Total			▶ 3a	308000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3130.	
4 Dividends and interest from securities			14	128451.	
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	17945.	
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.		149526.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 149526.

(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)
	N/A

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
		N/A	

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
N/A		

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

07/11/2011 President

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DIANE POESCHEL	DIANE POESCHEL	07/07/11		

Firm's name ▶ M & L CPA'S, CHARTERED Firm's EIN ▶

Firm's address ▶ 228 W. CENTRAL, P.O. BOX 230
EL DORADO, KS 67042 Phone no 316-321-1350

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

STONE FAMILY FOUNDATION

Employer identification number

43-1773536

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	[X] 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

[X] 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, aggregate 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 aggregate 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 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

STONE FAMILY FOUNDATION

Employer identification number

43-1773536

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	C.W. STONE CHARITABLE REMAINDER UNITRUST 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 228272.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	C.W. STONE CHARITABLE REMAINDER UNITRUST 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 6087.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	CLIFFORD W STONE 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 28954.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	CLIFFORD W STONE REVOCABLE TRUST 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 842715.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	CLIFFORD W STONE REVOCABLE TRUST 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 1477895.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
6	CLIFFORD W STONE ROLLOVER IRA 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 344161.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
STONE FAMILY FOUNDATION	43-1773536

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MUTUAL FUNDS	$ 228272.	05/11/10
5	CORPORATE BONDS, MUNICIPAL BONDS, CERTIFICATES OF DEPOSIT, COMMON STOCK, PREFERRED STOCK	$ 1477895.	12/21/10
		$	
		$	
		$	
		$	

Name of organization: STONE FAMILY FOUNDATION

Employer identification number: 43-1773536

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ▶ $

(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

(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

(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

(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

Depreciation and Amortization Detail FORM 990-PF PAGE 1

Asset Number	Date placed in service	Method/ IRC sec.	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	ORGANIZATION COSTS							
	072497	195	60M	43	8190.		8190.	0.
	* TOTAL 990-PF PG 1 DEPR & AMORT							
					8190.	0.	8190.	0.

016261
05-01-10

- Current year section 179 (D) - Asset disposed

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESCO MORGAN STANLEY INSTITUTIONAL - 193.06 SHS		06/10/09	08/27/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4031.	4572.	0.	0.	-541.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMERCE BANCSHARES INC - .25 SHS		04/03/54	12/22/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10.	0.	0.	0.	10.

CAPITAL GAINS DIVIDENDS FROM PART IV	18476.
TOTAL TO FORM 990-PF, PART I, LINE 6A	17945.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
THE COMMERCE TRUST COMPANY	2025.
THE COMMERCE TRUST COMPANY	1105.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3130.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE COMMERCE TRUST COMPANY	130305.	18376.	111929.
THE COMMERCE TRUST COMPANY	16622.	100.	16522.
TOTAL TO FM 990-PF, PART I, LN 4	146927.	18476.	128451.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LATHROP & GAGE, LLP	150.	150.		0.
TO FM 990-PF, PG 1, LN 16A	150.	150.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
M & L CPA'S, CHARTERED	1350.	1000.		350.
TO FORM 990-PF, PG 1, LN 16B	1350.	1000.		350.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE COMMERCE TRUST COMPANY	7027.	7027.		0.
TO FORM 990-PF, PG 1, LN 16C	7027.	7027.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	55.	55.		0.
TO FORM 990-PF, PG 1, LN 18	55.	55.		0.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGUARD GNMA FUND ADM FUND #536	X		3811142.	3724095.
CHICAGO IL DIRECT ACCESS BOND GEN OBLIGATION BOND		X	8867.	8867.
MO STATE HEALTH & EDUCATION FACILITIES BOND		X	25073.	25073.
AMERICAN MUNICIPAL POWER OH INC		X	25903.	25903.
SPRINGFIELD MO PIB UTILITIES BOND		X	50000.	50000.
CUYAHOGA COUNTY OH BOND		X	40118.	40118.
ST LOUIS MO AIRPORT BOND		X	35074.	35074.
MI STATE STRATEGIC FUND LIMITED OB		X	21987.	21987.
SPRINGFIELD MO PUBLIC BUILDING CORP		X	30000.	30000.
LUCAS COUNTY OH HOSP REV		X	20223.	20223.
NEWTON COUNTY MO INDUST DEV AUTH		X	15204.	15204.
JEFFERSON CO AL, BRD OF ED SCHOOL		X	25047.	25047.
MUSKINGUM CO OH HOSPITAL FACS		X	5014.	5014.
OH ST DEPT ADMIN SVCS RICKENBACKER		X	30067.	30067.
MA STATE HOUSING FINANCE AGENCY		X	10008.	10008.
CITIZENS MEMORIAL HOSP POLK CNTY MO		X	9630.	9630.
MARYLAND HEIGHTS MO TAX REV BONDS		X	9637.	9637.
HESSTON KS HLTH CARE FAC BOND		X	23314.	23314.
AKRON OH NONTAX REV BOND		X	20038.	20038.
ST LOUIS MO LAND CLEARANCE BOND		X	10011.	10011.
CULVER CITY CA REDEVELOPMENT FINANCE		X	40482.	40482.
VALLEY PARK MO IND DEV		X	10038.	10038.
JEEFERSON CNTY AL SCHOOL WARRENTS		X	23626.	23626.
AKRON OH SEWER SYSTEMS REV		X	25037.	25037.
SOUTHWESTERN IL DEV AUTH FAIRVIEW HEIGHTS		X	28817.	28817.

ST LOUIS MO MUNI FINANCE CORP	X	9588.	9588.
COBB CNTY GA HOSP-AUTH	X	25011.	25011.
SIKESTON MO ELEC REV BONDS	X	20039.	20039.
SAVANNAH GA HOSP AUTH BOND	X	14026.	14026.
QUINCY IL SALES TAX REVENUE BOND	X	12750.	12750.
FLORISSANT MO IND DEV AUTH REV	X	8994.	8994.
MT STATE BOARD OF REGENTS	X	10213.	10213.
WENTZVILLE MO TRANSPORTATION DEV	X	10030.	10030.
WI STATE HLTH& ED FACS AUTH REV	X	14376.	14376.
WYANDOTTE CNTY/KC KS	X	18188.	18188.
I470 & 350 TRANSPORATION DEV DIST MO SALES TAX	X	9034.	9034.
COMMERCE NATL TAX-FREE BD FD	X	87650.	84862.
TOTAL U.S. GOVERNMENT OBLIGATIONS		3811142.	3724095.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS		783114.	780326.
TOTAL TO FORM 990-PF, PART II, LINE 10A		4594256.	4504421.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMERCE BANCSHARES INC	86760.	91975.
FORESTAR REAL ESTATE GROUP	129153.	70754.
GUARANTY FINANCIAL GROUP	82875.	22.
TEMPLE-INLAND INC	308597.	233640.
GENERAL ELECTRIC CO	21444.	21948.
CIT GROUP INC	8195.	8666.
THORNBURG MORTGAGE INC	9.	9.
FORD MOTOR COMPANY	33840.	33580.
ISHARES RUSSELL 1000 VALUE INDEX FUND	24705.	26272.
ARTISAN MID CAP VALUE FUND - INV	16460.	17760.
BLACKROCK SMALL CAP GROWTH EQUITY PORTFOLIO INST	6621.	7973.
BLACKROCK US OPPORTUNITES PORTFOLIO I	4979.	5740.
COMMERCE MIDCAP GROWTH FUND INST	4270.	5094.
JANUS FORTY FUND I	20939.	22200.
LEGG MASON CLEARBRIDGE SMALL CAP GROWTH FUND CLASS I	7165.	8503.
MORGAN STANLEY INST FUND TRUST MID CAP GROWTH PORTFOLIO	4900.	6383.
TARGET SMALL CAPITALIZATION VALUE PORTFOLIO	4337.	4801.
VANGUARD MORGAN GROWTH FUND -IV	14547.	16537.
ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN INDEX FUND	3292.	3822.
ISHARES S&P LATIN AMERICA 40 INDEX FUND	2751.	3232.
JPMORGAN INTERNATIONAL VALUE FUND INS	4839.	5520.
LAZARD EMERGING MARKETS PORTFOLIO-IN	6387.	7560.
MFS RESEARCH INTERNATIONAL FUND-I	7444.	8710.

AMERICAN HOME MORTGAGE INVEST PREFERRED STOCK	1.	1.
MORGAN STANLEY PREFERRED STOCK	28845.	28845.
TOTAL TO FORM 990-PF, PART II, LINE 10B	833355.	639547.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GEORGIA PACIFIC CORP NOTE DUE 12-1-11	214000.	214000.
M/I HOMES INC CORP NOTE DUE 4-1-12	35613.	35613.
FARIFAX FINANCIAL HOLDINGS SENIOR UNSECURED NOTE	62550.	62550.
GMAC LLC	90217.	90217.
CIT GROUP INC SENIOR SECURED NOTE	2181.	2181.
EASTMAN KODAK COMPANY SENIOR NOTE	34388.	34388.
CIT GROUP INC SENIOR SECURED NOTE	3239.	3239.
CIT GROUP INC SENIOR SECURED NOTE	3215.	3215.
CIT GROUP INC SENIOR SECURED NOTE	5366.	5366.
CIT GROUP INC SENIOR SECURED NOTE	7504.	7504.
SLM CORP SENIOR UNSECURED NOTE	19109.	19109.
MORGAN STANLEY SENIOR UNSECURED NOTE	25500.	25500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	502882.	502882.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST BANK CD	COST	15030.	15030.
HSBC BANK USA CD	COST	22874.	22874.
HARRIS NA CD	COST	62120.	62120.
JP MORGAN CHASE BANK CD	COST	56705.	56705.
HSBC BANK USA CD	COST	30487.	30487.
PIMCO COMMODITY REALRETURN STRATEGY FUND INS	COST	3522.	4173.
TOTAL TO FORM 990-PF, PART II, LINE 13		190738.	191389.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 12
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
CLIFFORD W STONE	320 S. BOSTON 19TH FLOOR TULSA, OK 74103
C.W. STONE CHARITABLE REMAINDER UNITRUST	320 S. BOSTON 19TH FLOOR TULSA, OK 74103
CLIFFORD W STONE REVOCABLE TRUST	320 S. BOSTON 19TH FLOOR TULSA, OK 74103
CLIFFORD W STONE ROLLOVER IRA	320 S. BOSTON 19TH FLOOR TULSA, OK 74103

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGRICULTURE FUTURE OF AMERICA PO BOX 414838 KANSAS CITY, MO 64141	N/A OPERATIONS	PUBLIC	10000.
CHILDREN'S CENTER FOR THE VISUALLY IMPAIRED 3101 MAIN ST KANSAS CITY, MO 64111	N/A OPERATIONS	PUBLIC	5000.
KANSAS CITY PUBLIC TELEVISION 125 E 31ST ST KANSAS CITY, MO 64108	N/A OPERATIONS	PUBLIC	2500.
MID-AMERICA BULLY BREED RESCUE PO BOX 410233 KANSAS CITY, MO 64141-0233	N/A OPERATIONS	PUBLIC	3400.
NATIONAL WORLD WAR I MUSEUM 100 W 26TH ST KANSAS CITY, MO 64108	N/A OPERATIONS	PUBLIC	15000.
OKLAHOMA CENTENNIAL BOTANICAL GARDEN, INC 2 W 6TH ST, STE 325 TULSA, OK 74119-1215	N/A OPERATIONS	PUBLIC	10000.
THE NATURE CONSERVANCY - OKLAHOMA CHAPTER 2727 E 21ST, SUITE 102 TULSA, OK 74114	N/A OPERATIONS	PUBLIC	10000.
OKLAHOMA SCHOOL OF SCIENCE AND MATH 1141 N LINCOLN BLVD OKLAHOMA CITY, OK 73104	N/A OPERATIONS	PUBLIC	10000.

PARKINSON FOUNDATION OF THE HEARTLAND 8900 STATE LINE RD, STE 320 LEAWOOD, KS 66206	N/A OPERATIONS	PUBLIC	5000.
SAINT LUKE'S HOSPITAL FOUNDATION 4225 BALTIMORE AVE KANSAS CITY, MO 64111	N/A OPERATIONS	PUBLIC	5000.
SOONER ROWING ASSOCIATION 715 W 21ST ST TULSA, OK 74107	N/A OPERATIONS	PUBLIC	20000.
SOUTHWESTERN ART ASSOCIATION 100 CAMPUS DR WEATHERFORD, OK 73096-3098	N/A OPERATIONS	PUBLIC	10000.
ST. ANDREW'S EPISCOPAL CHURCH 6401 WORNALL TER KANSAS CITY, MO 64113	N/A OPERATIONS	PUBLIC	2500.
TOWN ART SHOW FOUNDATION 5000 W 119TH ST LEAWOOD, KS 66209	N/A OPERATIONS	PUBLIC	3500.
BOTANICA, THE WICHITA GARDENS 701 N AMIDON WICHITA, KS 67203	N/A OPERATIONS	PUBLIC	5000.
BIG HOLE WATERSHED COMMITTEE PO BOX 21 DIVIDE, MT 59727	N/A OPERATIONS	PUBLIC	10000.
BUTLER COUNTY HISTORICAL CENTER 383 E CENTRAL EL DORADO, KS 67042	N/A OPERATIONS	PUBLIC	25000.
CHAIN OF HOPE 258 W THIRD ST 1ST FLOOR KANSAS CITY, MO 64105	N/A OPERATIONS	PUBLIC	4000.

COUTTS MEMORIAL MUSEUM OF ART, INC 110 N MAIN ST EL DORADO, KS 67042	N/A OPERATIONS	PUBLIC	15000.
RUSSELL CHILD DEVELOPMENT CENTER 714 BALLINGER GARDEN CITY, KS 67846	N/A OPERATIONS	PUBLIC	1000.
THE EPISCOPAL DIOCESE OF KANSAS 835 SW POLK STREET TOPEKA, KS 66612-1688	N/A OPERATIONS	PUBLIC	2500.
FRIENDS OF HALF WAY HOME PO BOX 520491 INDEPENDENCE , MO 64052	N/A OPERATIONS	PUBLIC	10000.
FRIENDS OF SLS, INC 45 EAST 9TH STREET, APT 7 NEW YORK, NY 10003	N/A OPERATIONS	PUBLIC	10000.
GOVERNOR'S ANNUAL ONE SHOT TURKEY HUNT 200 S MAIN, SUITE 2 EL DORADO, KS 67042	N/A OPERATIONS	PUBLIC	1000.
HELPING HAND FOR ANIMALS, INC 4828 WILLIAM ST OMAHA, NE 68134	N/A OPERATIONS	PUBLIC	3600.
KANSAS STATE HISTORICAL SOCIETY 6425 SW 6TH AVENUE TOPEKA, KS 66615-1099	N/A OPERATIONS	PUBLIC	1000.
MUSIC THEATRE OF WICHITA 225 W DOUGLAS, SUITE 202 WICHITA, KS 67202	N/A OPERATIONS	PUBLIC	7500.
SPAY & NEUTER KANSAS CITY PO BOX 410303 KANSAS CITY, MO 64141	N/A OPERATIONS	PUBLIC	4000.

TRINITY EPISCOPAL CHURCH PO BOX 507 EL DORADO, KS 67042	N/A SALARY OF RECTOR	PUBLIC	25000.
THE UNIVERSITY OF TULSA 800 SOUTH TUCKER DRIVE TULSA, OK 74104-9700	N/A WOMEN'S ROWING	PUBLIC	12000.
WICHITA ART MUSEUM 1400 WEST MUSEUM BOULEVARD WICHITA, KS 67203	N/A OPERATIONS	PUBLIC	5000.
THE WICHITA CENTER FOR THE ARTS 9112 E CENTRAL WICHITA, KS 67206	N/A OPERATIONS	PUBLIC	15000.
WICHITA STATE UNIVERSITY FOUNDATION 1845 FAIRMONT CAMPUS BOX 2 WICHITA, KS 67208	N/A OPERATIONS	PUBLIC	2500.
WICHITA SYMPHONY 225 W DOUGLAS WICHITA, KS 67202	N/A OPERATIONS	PUBLIC	10000.
WORLD WAR II HISTORY CENTER FOUNDATION 119 W CENTRAL EL DORADO, KS 67042	N/A OPERATIONS	PUBLIC	10000.
NEW YORK JUNIOR LEAGUE 130 E 80TH STREET NEW YORK, NY 10075	N/A OPERATIONS	PUBLIC	2500.
LEADERSHIP BUTLER, INC PO BOX 1066 EL DORADO, KS 67042	N/A OPERATIONS	PUBLIC	500.
RANCHLAND TRUST OF KANSAS 6031 SW 37TH ST TOPEKA, KS 66614	N/A OPERATIONS	PUBLIC	10000.

GRACE AND HOLY TRINTY CATHEDRAL 415 W 13TH KANSAS CITY, MO 64105	N/A OPERATIONS	PUBLIC	1500.
THE CENTER FOR COMPREHENSIVE HEALTH PRACTICE 1900 2ND AVENUE NEW YORK, NY 10029	N/A OPERATIONS	PUBLIC	2500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			308000.

Form 8868
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	STONE FAMILY FOUNDATION	43-1773536
	Number, street, and room or suite no. If a P.O. box, see instructions. 320 S. BOSTON 19TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TULSA, OK 74103	

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 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	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 ▶ SAMUEL C. STONE
320 S. BOSTON 19TH FLOOR - TULSA, OK 74103
Telephone No. ▶ 918-583-1178 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 AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______ , and ending ______ .

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	$ 1406.
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	$ 658.
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	$ 748.

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.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-03-11