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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

2011

For calendar year 2011 or tax year beginning , and ending

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 ▶ ☐

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: [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) ▶$ 9827644.

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))

		(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	3592503.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8244.	8244.		STATEMENT 2
	4 Dividends and interest from securities	426222.	385389.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-80764.			STATEMENT 1
	b Gross sales price for all assets on line 6a 476905.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	38.	38.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	3946243.	393671.		
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				
	b Accounting fees STMT 5	1525.	0.		1525.
	c Other professional fees STMT 6	41586.	41586.		0.
	17 Interest				
	18 Taxes STMT 7	1479.	73.		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	44590.	41659.		1525.
	25 Contributions, gifts, grants paid	371000.			371000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	415590.	41659.		372525.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3530653.			
	b **Net investment income** (if negative, enter -0-)		352012.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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	105741.	213291.	191133.
	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		1440.	1440.
	10a Investments - U S and state government obligations STMT 8	4594256.	8413196.	8568134.
	b Investments - corporate stock STMT 9	833355.	711485.	673426.
	c Investments - corporate bonds STMT 10	502882.	257962.	233454.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	190738.	160251.	160057.
	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)	6226972.	9757625.	9827644.
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 ▶ [X] 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	6226972.	9757625.	
	30 **Total net assets or fund balances**	6226972.	9757625.	
	31 **Total liabilities and net assets/fund balances**	6226972.	9757625.	

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	6226972.
2	Enter amount from Part I, line 27a	2	3530653.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9757625.
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	9757625.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	476905.		555918.	-79013.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-79013.

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	-79013.
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))
2010	306944.	3837914.	.079977
2009	150500.	3189922.	.047180
2008	155592.	3352373.	.046412
2007	136350.	3257780.	.041854
2006	80350.	2798810.	.028709

2	Total of line 1, column (d)	2	.244132
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	.048826
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9681425.
5	Multiply line 4 by line 3	5	472705.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3520.
7	Add lines 5 and 6	7	476225.
8	Enter qualifying distributions from Part XII, line 4	8	372525.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	7040.
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	7040.
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	7040.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1440.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7200.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8640.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1600.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1600. **Refunded** ▶		11	0.

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 2011 or the taxable year beginning in 2011 (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)*

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 ▶ 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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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)? 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 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)* 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 2011?	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 | | 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	9718881.
b	Average of monthly cash balances		1b	109977.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	9828858.
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	9828858.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	147433.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	9681425.
6	**Minimum investment return.** Enter 5% of line 5		6	484071.

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	484071.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 7040.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7040.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	477031.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	477031.
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	477031.

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	372525.
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	372525.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	372525.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				477031.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 115816.				
f Total of lines 3a through e	115816.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 372525.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				372525.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	104506.			104506.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11310.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	11310.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 11310.				
e Excess from 2011				

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 2011, 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 (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(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 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				
AGRICULTURAL FUTURE OF AMERICA PO BOX 414838 KANSAS CITY, MO 64141	N/A	PUBLIC	OPERATIONS	14500.
BIG HOLE WATERSHED COMMITTEE PO BOX 21 DIVIDE, MT 59727	N/A	PUBLIC	OPERATIONS	15000.
BOTANICA, THE WICHITA GARDENS 701 N AMIDON WICHITA, KS 67203	N/A	PUBLIC	OPERATIONS	10000.
BUTLER COUNTY HISTORICAL SOCIETY 383 E CENTRAL EL DORADO, KS 67042	N/A	PUBLIC	OPERATIONS	15000.
COUTTS MEMORIAL MUSEUM OF ART, INC 110 N MAIN ST EL DORADO, KS 67042	N/A	PUBLIC	OPERATIONS	17500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	371000.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	8244.	
4 Dividends and interest from securities			14	385389.	40833.
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			14	38.	
8 Gain or (loss) from sales of assets other than inventory			18	-80764.	
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.		312907.	40833.
13 Total. Add line 12, columns (b), (d), and (e)				13	353740.

(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)
4E	INTEREST ON STATE AND LOCAL BONDS EXCLUDED FROM TAX BY SECTION 103

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

▶ [signature] 06/11/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DIANE POESCHEL	DIANE POESCHEL	06/07/12		P00136199

Firm's name ▶ M & L CPA'S, CHARTERED Firm's EIN ▶ 02-0657787

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF SLS, INC 45 EAST 9TH STREET, APT 7 NEW YORK, NY 10003	N/A	PUBLIC	OPERATIONS	10000.
GOVERNOR'S ANNUAL ONE SHOT TURKEY HUNT 200 S MAIN, SUITE 2 EL DORADO, KS 67042	N/A	PUBLIC	OPERATIONS	5000.
GRACE AND HOLY TRINTY CATHEDRAL 415 W 13TH KANSAS CITY, MO 64105	N/A	PUBLIC	OPERATIONS	1000.
KANSAS CITY PUBLIC TELEVISION 125 E 31ST ST KANSAS CITY, MO 64108	N/A	PUBLIC	OPERATIONS	2500.
KANSAS STATE HISTORICAL SOCIETY 6425 SW 6TH AVENUE TOPEKA, KS 66615-1099	N/A	PUBLIC	OPERATIONS	2500.
LEADERSHIP BUTLER, INC PO BOX 1066 EL DORADO, KS 67042	N/A	PUBLIC	OPERATIONS	5000.
MUSIC THEATRE OF WICHITA 225 W DOUGLAS, SUITE 202 WICHITA, KS 67202	N/A	PUBLIC	OPERATIONS	5000.
NATIONAL WORLD WAR I MUSEUM 100 W 26TH ST KANSAS CITY, MO 64108	N/A	PUBLIC	OPERATIONS	15000.
NEW YORK JUNIOR LEAGUE 130 E 80TH STREET NEW YORK, NY 10075	N/A	PUBLIC	OPERATIONS	1500.
OKLAHOMA CENTENNIAL BOTANICAL GARDEN, INC 2 W 6TH ST, STE 325 TULSA, OK 74119-1215	N/A	PUBLIC	OPERATIONS	10000.
Total from continuation sheets				299000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OKLAHOMA SCHOOL OF SCIENCE AND MATHEMATICS FOUNDATION 1141 N LINCOLN BLVD OKLAHOMA CITY, OK 73104	N/A	PUBLIC	OPERATIONS	15000.
PARKINSON FOUNDATION OF THE HEARTLAND 8900 STATE LINE RD, STE 320 LEAWOOD, KS 66206	N/A	PUBLIC	OPERATIONS	5000.
RANCHLAND TRUST OF KANSAS 6031 SW 37TH ST TOPEKA, KS 66614	N/A	PUBLIC	OPERATIONS	20000.
RUSSELL CHILD DEVELOPMENT CENTER 714 BALLINGER GARDEN CITY, KS 67846	N/A	PUBLIC	OPERATIONS	5000.
SAINT LUKE'S HOSPITAL FOUNDATION 4225 BALTIMORE AVE KANSAS CITY, MO 64111	N/A	PUBLIC	OPERATIONS	5000.
SOONER ROWING ASSOCIATION 715 W 21ST ST TULSA, OK 74107	N/A	PUBLIC	OPERATIONS	25000.
SOUTHWESTERN ART ASSOCIATION 100 CAMPUS DR WEATHERFORD, OK 73096-3098	N/A	PUBLIC	OPERATIONS	10000.
ST. ANDREW'S EPISCOPAL CHURCH 6401 WORNALL TER KANSAS CITY, MO 64113	N/A	PUBLIC	OPERATIONS	2500.
THE CENTER FOR COMPREHENSIVE HEALTH PRACTICE 1900 2ND AVENUE NEW YORK, NY 10029	N/A	PUBLIC	OPERATIONS	2500.
THE EPISCOPAL DIOCESE OF KANSAS 835 SW POLK STREET TOPEKA, KS 66612-1688	N/A	PUBLIC	OPERATIONS	2500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE NATURE CONSERVANCY - OKLAHOMA CHAPTER 2727 E 21ST, SUITE 102 TULSA, OK 74114	N/A	PUBLIC	OPERATIONS	15000.
THE WICHITA CENTER FOR THE ARTS 9112 E CENTRAL WICHITA, KS 67206	N/A	PUBLIC	OPERATIONS	10000.
TOWN ART SHOW FOUNDATION 5000 W 119TH ST LEAWOOD, KS 66209	N/A	PUBLIC	OPERATIONS	3500.
TRINITY EPISCOPAL CHURCH PO BOX 507 EL DORADO, KS 67042	N/A	PUBLIC	SALARY OF RECTOR	18000.
WICHITA ART MUSEUM 1400 WEST MUSEUM BOULEVARD WICHITA, KS 67203	N/A	PUBLIC	OPERATIONS	10000.
WICHITA STATE UNIVERSITY FOUNDATION 1845 FAIRMONT CAMPUS BOX 2 WICHITA, KS 67208	N/A	PUBLIC	OPERATIONS	5000.
WICHITA SYMPHONY 225 W DOUGLAS WICHITA, KS 67202	N/A	PUBLIC	OPERATIONS	10000.
WORLD WAR II HISTORY CENTER FOUNDATION 119 W CENTRAL EL DORADO, KS 67042	N/A	PUBLIC	OPERATIONS	15500.
STREET SCHOOL, INC 1135 SOUTH YALE TULSA, OK 74112	N/A	PUBLIC	OPERATIONS	5000.
THE NATURE CONSERVANCY - KANSAS CHAPTER 700 SW JACKSON STREET TOPEKA, KS 66603	N/A	PUBLIC	OPERATIONS	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ARTS & HUMANITIES COUNCIL OF TULSA 2210 SOUTH MAIN STREET TULSA, OK 74114	N/A	PUBLIC	OPERATIONS	5000.
HEARTLAND SPCA 9827 WEST 67TH STREET MERRIAM, KS 66203	N/A	PUBLIC	OPERATIONS	15000.
THE NATIONAL AGRICULTURAL CENTER & HALL OF FAME 630 HALL OF FAME DRIVE BONNER SPRINGS, KS 66012	N/A	PUBLIC	OPERATIONS	10000.
DOCTORS WITHOUT BORDERS/MEDECINS SANS FRONTIERES PO BOX 5030 HAGARSTOWN, MD 21741-5030	N/A	PUBLIC	OPERATIONS	1000.
FRIENDS OF KC ANIMALS 4741 CENTRAL ST BOX 348 KANSAS CITY, MO 64112	N/A	PUBLIC	OPERATIONS	11000.
Total from continuation sheets				

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

2011

Name of the organization	**Employer identification number**
STONE FAMILY FOUNDATION	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	☒ 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).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Name of organization: STONE FAMILY FOUNDATION

Employer identification number: 43-1773536

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	STONE VESTED INTERESTS 320 S. BOSTON 19TH FLOOR TULSA, OK 74103	$ 3592503.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] 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). 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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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 that 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) ▶ $

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

(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

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	CIT GROUP INC SECURED SR NOTE	D	02/13/08	01/31/11
b	CIT GROUP INC SECURED SR NOTE	D	02/13/08	01/31/11
c	CIT GROUP INC SECURED SR NOTE	D	02/13/08	03/31/11
d	CIT GROUP INC SECURED SR NOTE	D	02/13/08	05/02/11
e	CIT GROUP INC SECURED SR NOTE	D	02/13/08	09/30/11
f	CIT GROUP INC SECURED SR NOTE	D	02/13/08	10/13/11
g	COBB CNTY GA HOSP	D	01/22/10	12/01/11
h	COMMERCE BANCSHARES INC	D	04/03/54	12/19/11
i	CUYAHOGA CNTY OH HOSP REV	D	09/30/09	11/22/11
j	GEORGIA PACIFIC CORP NOTE	D	11/22/05	12/01/11
k	ISHARES RUSSELL 1000 VALUE INDEX FUND	D	VARIOUS	08/11/11
l	JEFFERSON CNTY AL BOE SCHOOL	D	05/13/09	03/11/11
m	LUCAS CNTY OH HOSP REV	D	07/28/09	05/31/11
n	MO STATE HEALTH & EDU FAC REV	D	07/16/10	10/01/11
o	MORGAN STANLEY SR UNSECURED NOTE	D	04/28/09	08/13/11

	(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	508.		518.	-10.
b	1144.		1144.	0.
c	508.		518.	-10.
d	1419.		1433.	-14.
e	1224.		1236.	-12.
f	564.		570.	-6.
g	25000.		25005.	-5.
h	27.		1.	26.
i	40000.		40087.	-87.
j	200000.		214000.	-14000.
k	23494.		24705.	-1211.
l	25000.		25047.	-47.
m	20100.		20223.	-123.
n	25000.		25073.	-73.
o	25000.		25000.	0.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-10.
b				0.
c				-10.
d				-14.
e				-12.
f				-6.
g				-5.
h				26.
i				-87.
j				-14000.
k				-1211.
l				-47.
m				-123.
n				-73.
o				0.

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

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

123591
05-01-11

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	MUSKINGUM CNTY OH HOSP	D	09/14/09	06/17/11
b	SPRINGFIELD MO PUBLIC BLDG CORP	D	11/16/09	11/17/11
c	ST LOUIS MO AIRPORT REV	D	07/22/09	07/15/11
d	VALLEY PARK MO INDUSTRIAL DEV AUTH	D	09/30/09	02/01/11
e	VANGUARD MORGAN GROWTH FUND - IV	D	05/01/08	08/11/11
f	GUARANTY FINANCIAL GROUP	P	12/12/07	07/22/11
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	4959.		4831.	128.
b	5000.		5000.	0.
c	35000.		35073.	-73.
d	9873.		9033.	840.
e	15492.		14547.	945.
f			82874.	-82874.
g	17593.			17593.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				128.
b				0.
c				-73.
d				840.
e				945.
f				-82874.
g				17593.
h				
i				
j				
k				
l				
m				
n				
o				

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	-79013.
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

123591
05-01-11

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property	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	07/24/97	195	60M	43	8190.		8190.	0.
	* TOTAL 990-PF PG 1 DEPR & AMORT					8190.	0.	8190.	0.

116261
05-01-11

- 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
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	01/31/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
508.	518.	0.	0.	-10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	01/31/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1144.	1144.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	03/31/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
508.	518.	0.	0.	-10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	05/02/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1419.	1433.	0.	0.	-14.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	09/30/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1224.	1236.	0.	0.	-12.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC SECURED SR NOTE	DONATED	02/13/08	10/13/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
564.	570.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COBB CNTY GA HOSP	DONATED	01/22/10	12/01/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25000.	25011.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMERCE BANCSHARES INC	DONATED	04/03/54	12/19/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27.	27.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CUYAHOGA CNTY OH HOSP REV	DONATED	09/30/09	11/22/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40000.	40118.	0.	0.	-118.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GEORGIA PACIFIC CORP NOTE	DONATED	11/22/05	12/01/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200000.	214000.	0.	0.	-14000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES RUSSELL 1000 VALUE INDEX FUND	DONATED	VARIOUS	08/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23494.	24705.	0.	0.	-1211.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JEFFERSON CNTY AL BOE SCHOOL	DONATED	05/13/09	03/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25000.	25047.	0.	0.	-47.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LUCAS CNTY OH HOSP REV	DONATED	07/28/09	05/31/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20100.	20223.	0.	0.	-123.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MO STATE HEALTH & EDU FAC REV	DONATED	07/16/10	10/01/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25000.	25073.	0.	0.	-73.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY SR UNSECURED NOTE	DONATED	04/28/09	08/13/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25000.	25500.	0.	0.	-500.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MUSKINGUM CNTY OH HOSP	DONATED	09/14/09	06/17/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4959.	5014.	0.	0.	-55.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRINGFIELD MO PUBLIC BLDG CORP	DONATED	11/16/09	11/17/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000.	5000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ST LOUIS MO AIRPORT REV	DONATED	07/22/09	07/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35000.	35073.	0.	0.	-73.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALLEY PARK MO INDUSTRIAL DEV AUTH	DONATED	09/30/09	02/01/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9873.	10038.	0.	0.	-165.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD MORGAN GROWTH FUND - IV	DONATED	05/01/08	08/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15492.	14547.	0.	0.	945.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GUARANTY FINANCIAL GROUP	PURCHASED	12/12/07	07/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	82874.	0.	0.	-82874.

CAPITAL GAINS DIVIDENDS FROM PART IV	17593.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-80764.

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

SOURCE	AMOUNT
THE COMMERCE TRUST COMPANY	8244.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8244.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE COMMERCE TRUST COMPANY	362571.	17593.	344978.
THE COMMERCE TRUST COMPANY	40243.	0.	40243.
THE COMMERCE TRUST COMPANY-ACCRUED MARKET DISCOUNT	168.	0.	168.
THE COMMERCE TRUST COMPANY-MUNICIPAL BONDS	40833.	0.	40833.
TOTAL TO FM 990-PF, PART I, LN 4	443815.	17593.	426222.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THE COMMERCE TRUST COMPANY	38.	38.	
TOTAL TO FORM 990-PF, PART I, LINE 11	38.	38.	

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	1525.	0.		1525.
TO FORM 990-PF, PG 1, LN 16B	1525.	0.		1525.

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	41586.	41586.		0.
TO FORM 990-PF, PG 1, LN 16C	41586.	41586.		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	73.	73.		0.
2010 EXCISE TAX	1406.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1479.	73.		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		7820213.	7964688.
CHICAGO IL DIRECT ACCESS BOND GEN		X		
OBLIGATION BOND			8867.	10194.
AMERICAN MUNICIPAL POWER OH INC		X	25903.	25070.
SPRINGFIELD MO PIB UTILITIES BOND		X	50000.	50102.
MI STATE STRATEGIC FUND LIMITED OB		X	21987.	22151.
SPRINGFIELD MO PUBLIC BUILDING CORP		X	25000.	25000.
NEWTON COUNTY MO INDUST DEV AUTH		X	15204.	15265.
OH ST DEPT ADMIN SVCS RICKENBACKER		X	30067.	30021.
MA STATE HOUSING FINANCE AGENCY		X	10008.	10003.
CITIZENS MEMORIAL HOSP POLK CNTY MO		X	9630.	10102.
MARYLAND HEIGHTS MO TAX REV BONDS		X	9637.	9830.
HESSTON KS HLTH CARE FAC BOND		X	23315.	25003.
AKRON OH NONTAX REV BOND		X	20038.	20032.
ST LOUIS MO LAND CLEARANCE BOND		X	10011.	10011.
CULVER CITY CA REDEVELOPMENT		X		
FINANCE			40482.	40127.
JEFFERSON CNTY AL SCHOOL WARRENTS		X	23626.	24998.
AKRON OH SEWER SYSTEMS REV		X	25037.	25067.
SOUTHWESTERN IL DEV AUTH FAIRVIEW		X		
HEIGHTS			28817.	26022.
ST LOUIS MO MUNI FINANCE CORP		X	9588.	10401.
SIKESTON MO ELEC REV BONDS		X	20039.	20007.
SAVANNAH GA HOSP AUTH BOND		X	14026.	15000.
QUINCY IL SALES TAX REVENUE BOND		X	12750.	12750.
FLORISSANT MO IND DEV AUTH REV		X	8994.	9999.
MT STATE BOARD OF REGENTS		X	10213.	10119.
WENTZVILLE MO TRANSPORTATION DEV		X	10030.	9758.
WI STATE HLTH& ED FACS AUTH REV		X	14376.	15006.
WYANDOTTE CNTY/KC KS		X	18188.	20296.
I470 & 350 TRANSPORATION DEV DIST		X		
MO SALES TAX			9034.	9988.
COMMERCE NATL TAX-FREE BD FD		X	88116.	91124.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7820213.	7964688.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			592983.	603446.
TOTAL TO FORM 990-PF, PART II, LINE 10A			8413196.	8568134.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMERCE BANCSHARES INC	86733.	92632.
FORESTAR REAL ESTATE GROUP	129153.	55467.
GUARANTY FINANCIAL GROUP	0.	0.
TEMPLE-INLAND INC	308597.	348810.
GENERAL ELECTRIC CO	21444.	21492.
CIT GROUP INC	8195.	6416.
THORNBURG MORTGAGE INC	9.	4.
FORD MOTOR COMPANY	33840.	21520.
ARTISAN MID CAP VALUE FUND - INV	16460.	17424.
BLACKROCK SMALL CAP GROWTH EQUITY PORTFOLIO INST	6621.	7790.
BLACKROCK US OPPORTUNITES PORTFOLIO I	4979.	4658.
COMMERCE MIDCAP GROWTH FUND INST	4554.	4809.
JANUS FORTY FUND I	20939.	20488.
LEGG MASON CLEARBRIDGE SMALL CAP GROWTH FUND CLASS I	7165.	8590.
MORGAN STANLEY INST FUND TRUST MID CAP GROWTH PORTFOLIO	4900.	5626.
TARGET SMALL CAPITALIZATION VALUE PORTFOLIO	4337.	4566.
ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN INDEX FUND	3292.	2994.
ISHARES S&P LATIN AMERICA 40 INDEX FUND	2751.	2554.
JPMORGAN INTERNATIONAL VALUE FUND INS	4839.	4618.
LAZARD EMERGING MARKETS PORTFOLIO-IN	6387.	5831.
MFS RESEARCH INTERNATIONAL FUND-I	7444.	7622.
AMERICAN HOME MORTGAGE INVEST PREFERRED STOCK	1.	10.
MORGAN STANLEY PREFERRED STOCK	28845.	29505.
TOTAL TO FORM 990-PF, PART II, LINE 10B	711485.	673426.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
M/I HOMES INC CORP NOTE DUE 4-1-12	35613.	35000.
FARIFAX FINANCIAL HOLDINGS SENIOR UNSECURED NOTE	62550.	60392.
GMAC LLC	90217.	88894.
EASTMAN KODAK COMPANY SENIOR NOTE	34388.	11550.
CIT GROUP INC SENIOR SECURED NOTE	208.	207.
CIT GROUP INC SENIOR SECURED NOTE	347.	346.
CIT GROUP INC SENIOR SECURED NOTE	486.	485.
SLM CORP SENIOR UNSECURED NOTE	19109.	21591.
CIT GROUP INC SECURED NOTE	3007.	3004.
CIT GROUP INC SECURED NOTE	5019.	4994.

CIT GROUP INC SECURED NOTE	7018.	6991.
TOTAL TO FORM 990-PF, PART II, LINE 10C	257962.	233454.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST BANK CD	COST	15030.	14650.
HSBC BANK USA CD	COST	22874.	20724.
HARRIS NA CD	COST	62120.	62955.
JP MORGAN CHASE BANK CD	COST	56705.	58790.
PIMCO COMMODITY REALRETURN STRATEGY FUND INS	COST	3522.	2938.
TOTAL TO FORM 990-PF, PART II, LINE 13		160251.	160057.

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

NAME OF CONTRIBUTOR	ADDRESS
STONE VESTED INTERESTS	320 S. BOSTON 19TH FLOOR TULSA, OK 74103

Form **8868**
(Rev. January 2012)
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 or other filer, see instructions.	Employer identification number (EIN) or
	STONE FAMILY FOUNDATION	[X] 43-1773536
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 320 S. BOSTON 19TH FLOOR	Social security number (SSN) [ ]
	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	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ 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, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 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	$ 8640.
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	$ 1440.
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	$ 7200.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

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01-04-12