Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation STUART FAMILY FOUNDATION	**A** Employer identification number 23-7052187
Number and street (or P O box number if mail is not delivered to street address) 2431 E. 61ST ST , STE. 600 | Room/suite	**B** Telephone number (see instructions) (918) 744-5222
City or town, state, and ZIP code TULSA OK 74136-1244	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** ~~If private foundation status was terminated~~ under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 22,641,637 **J** Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	384,987	384,987		
	4	Dividends and interest from securities	631,497	631,497		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	309,710			
	b	Gross sales price for all assets on line 6a 6,795,363				
	7	Capital gain net income (from Part IV, line 2)		309,710		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less· Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	107,690	107,690		
	12	**Total.** Add lines 1 through 11	1,433,884	1,433,884	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	287,088	287,088		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	20,149	20,149		
	c	Other professional fees (attach schedule)	30,970	30,970		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	18,030	18,030		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	10,470	10,470		
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,115	9,115		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	375,822	375,822	0	0
	25	Contributions, gifts, grants paid	1,191,000			1,191,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,566,822	375,822	0	1,191,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-132,938			
	b	**Net investment income** (if negative, enter -0-)		1,058,062		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
MAY 20 2013
OGDEN, UT
IRS-OSC
710

SCANNED JUN 23 2013

For Paperwork Reduction Act Notice, see instructions.

HTA

19

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	403,559	933,897	933,897
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,368,552	17,038,245	15,869,362
	c	Investments—corporate bonds (attach schedule)	7,043,566	5,713,549	5,818,378
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ESTIMATED INCOME TAXES PAID)	22,952	20,000	20,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	23,838,629	23,705,691	22,641,637
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	23,838,629	23,705,691	
	30	**Total net assets or fund balances** (see instructions)	23,838,629	23,705,691	
	31	**Total liabilities and net assets/fund balances** (see instructions)	23,838,629	23,705,691	

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	23,838,629
2	Enter amount from Part I, line 27a	2	-132,938
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,705,691
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,705,691

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	CITIGROUP SHORT TERM DETAIL ATTACHED	P	VARIOUS	VARIOUS
b	MORGAN STANLEY SHORT TERM	P	VARIOUS	VARIOUS
c	MORGAN STANLEY LONG TERM	P	VARIOUS	VARIOUS
d	OTHER LONG TERM GAINS	P	VARIOUS	VARIOUS
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	636,258		612,099	24,159
b	4,575,372		4,479,915	95,457
c	1,447,182		1,393,639	53,543
d	136,551			136,551
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				24,159
b				95,457
c				53,543
d				136,551
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 } 2 309,710

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . 3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,253,970	23,096,005	0.054294
2010	1,152,000	23,000,951	0.050085
2009	1,259,150	21,809,720	0.057733
2008	442,000	11,357,669	0.038916
2007	390,500	8,005,373	0.048780

2	Total of line 1, column (d)	2	0.249808
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	0.049962
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,701,249
5	Multiply line 4 by line 3	5	1,134,200
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,581
7	Add lines 5 and 6	7	1,144,781
8	Enter qualifying distributions from Part XII, line 4	8	1,191,000

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. ________________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	10,581
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	10,581
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,581
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,000
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	9,419
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		9,419	**Refunded** ▶ 11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N.A.

14 The books are in care of ▶ JOHN B TURNER Telephone no ▶ (918) 744-5222

Located at ▶ 2431 E. 61ST ST., STE. 600, TULSA, OK ZIP+4 ▶ 74136-1244

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20 N.A. , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 N.A. , 20________ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JON R. STUART 6843 S. FLORENCE AVE. TULSA, OK 74136	TRUSTEE 4.00	143,544		
JOHN B. TURNER 4408 S. LEWIS CT. TULSA, OK 74105	TRUSTEE 4 00	143,544		

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 (see instructions)

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 N.A.	
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	22,075,775
b	Average of monthly cash balances			1b	947,488
c	Fair market value of all other assets (see instructions)			1c	23,690
d	**Total** (add lines 1a, b, and c)			1d	23,046,953
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	23,046,953
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	345,704
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	22,701,249
6	**Minimum investment return.** Enter 5% of line 5			6	1,135,062

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

1	Minimum investment return from Part X, line 6			1	1,135,062
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,581		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,581
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,124,481
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,124,481
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,124,481

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	1,191,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	1,191,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,581
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,180,419

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,124,481
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011	816,498				
f **Total** of lines 3a through e		816,498			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,191,000					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2012 distributable amount					307,983
e Remaining amount distributed out of corpus		883,017			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		816,498			816,498
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		883,017			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		883,017			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	883,017				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

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 or e-mail of the person to whom applications should be addressed.

JON R STUART 2431 E. 61ST ST., STE. 600 TULSA, OK 74136-1244 (918) 744-5222

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

NO SPECIAL FORM

c Any submission deadlines:

NONE

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

GENERALLY IN OKLAHOMA AREA TO 501(C)(3) ORGANIZATIONS.

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*				
CULVER ACADEMICS FOUNDATION 1300 ACADEMY RD. CULVER, IN 46511	NONE		UNRESTRICTED	25,000
THE UNIVERSITY OF OKLAHOMA FNDN INC 339 W BOYD, RM 118 NORMAN, OK 73019	NONE		UNRESTRICTED	840,500
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE		UNRESTRICTED	20,000
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O. BOX 1749 STILLWATER, OK 74076	NONE		UNRESTRICTED	12,500
TULSA HISTORICAL SOCIETY 2445 S. PEORIA AVE. TULSA, OK 74114	NONE		UNRESTRICTED	25,000
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN ST. TULSA, OK 74114	NONE		UNRESTRICTED	15,000
HOMELIFE ASSOCIATION PO BOX 35903 TULSA, OK 74153	NONE		UNRESTRICTED	2,000
ROGERS STATE UNIVERSITY FOUNDATION 1701 W WILL ROGERS BLVD CLAREMORE, OK 74017	NONE		UNRESTRICTED	45,000
HOSPICE OF GREEN COUNTRY INC 1120 S BOSTON AVE, STE 200 TULSA, OK 74119	NONE		UNRESTRICTED	2,500
COLORADO PUBLIC TELEVISION INC 2900 WELTON ST, FL. 1 DENVER, CO 80205	NONE		UNRESTRICTED	15,000
NATUREWORKS INC PO BOX 52551 TULSA, OK 74152	NONE		UNRESTRICTED	1,100
Total . . See Attached Statement . . . . ▶ 3a				1,191,000
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	384,987	
4 Dividends and interest from securities			14	631,497	
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	309,710	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	107,690	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,433,884	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,433,884

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NONE	

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
NONE		

Sign Here

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

Signature of officer or trustee | Date 5-14-13 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRYANT J COFFMAN	Bryant J. Coffman	5/14/13		P00547726

Firm's name ▶ COFFMAN & COMPANY, CPA, PLLC

Firm's EIN ▶ 73-1601878

Firm's address ▶ 2431 E. 61ST ST., STE. 602, TULSA, OK 74136-1243

Phone no (918) 747-8100

STUART FAMILY FOUNDATION

ATTACHMENT TO 2012 FORM 990-PF

23-7052187

Page 1, Line 16b: Accounting Fees

Accounting services	20,149

Page 1, Line 16c: Other professional fees

Bookkeeping services	11,200
Investment advisory fees	19,770
Total other professional fees	30,970

Page 1, Line 18: Taxes

2011 Form 990-PF taxes	18,030

Page 1, Line 23: Other expenses

Office expenses	9,115

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name TULSA ROTARY COMMUNITY FUND INC			
Street 616 S BOSTON AVE, STE 410			
City TULSA	**State** OK	**Zip Code** 74119	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 3,000

Name TULSA OPERA INC			
Street 1610 S BOULDER AVE			
City TULSA	**State** OK	**Zip Code** 74119	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 10,000

Name CAMERON UNIVERSITY FOUNDATION INC			
Street 2800 W GORE BLVD, #245			
City LAWTON	**State** OK	**Zip Code** 73505	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 7,500

Name THE UNIVERSITY OF TULSA			
Street 800 S TUCKER DR			
City TULSA	**State** OK	**Zip Code** 74104	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 18,150

Name GROVE ROTARY FOUNDATION INC			
Street PO BOX 452286			
City GROVE	**State** OK	**Zip Code** 74345	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 1,500

Name PHILBROOK MUSEUM OF ART			
Street 2727 S ROCKFORD RD			
City TULSA	**State** OK	**Zip Code** 74114	**Foreign Country**
Relationship NONE	**Foundation Status**		
Purpose of grant/contribution UNRESTRICTED			**Amount** 86,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
GILCREASE MUSEUM
Street
1400 N GILCREASE MUSEUM RD
City TULSA | **State** OK | **Zip Code** 74127 | **Foreign Country**
Relationship NONE | **Foundation Status**
Purpose of grant/contribution UNRESTRICTED | **Amount** 55,250

Name
TULSA PROJECT WOMAN INC
Street
PO BOX 14026
City TULSA | **State** OK | **Zip Code** 74159 | **Foreign Country**
Relationship NONE | **Foundation Status**
Purpose of grant/contribution UNRESTRICTED | **Amount** 2,500

Name
A NEW LEAF INC
Street
2306 S 1ST PL
City BROKEN ARROW | **State** OK | **Zip Code** 74012 | **Foreign Country**
Relationship NONE | **Foundation Status**
Purpose of grant/contribution UNRESTRICTED | **Amount** 2,500

Name
HOLLAND HALL SCHOOL
Street
5666 E 81ST ST
City TULSA | **State** OK | **Zip Code** 74137 | **Foreign Country**
Relationship NONE | **Foundation Status**
Purpose of grant/contribution UNRESTRICTED | **Amount** 1,000

Name
Street
City | **State** | **Zip Code** | **Foreign Country**
Relationship | **Foundation Status**
Purpose of grant/contribution | **Amount**

Name
Street
City | **State** | **Zip Code** | **Foreign Country**
Relationship | **Foundation Status**
Purpose of grant/contribution | **Amount**

Ref: 00000997 00025012

2012 Year End Summary

JON R. STUART
Account Number 644-31974-10 285

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,147	SELECT SECTOR SPDR HEALTH CARE PROSPECTUS ENCLOSED	01/03/12	02/13/12	$ 41,356.92	$ 40,258.10		$ 1,098.82
125000020	525	SELECT SECTOR SPDR HEALTH CARE PROSPECTUS ENCLOSED	01/03/12	03/28/12	19,550.46	18,426.76		1,123.70
125000030	1,590	SEL SECT SPDR CONSUMER STAPLES .VG PRICE SHOWN-DETAILS ON REQ PROSPECTUS ENCLOSED TRADE AS OF 01/03/12	05/19/11	01/03/12	52,063.87	51,404.70		659.17
125000040	795	SEL SECT SPDR CONSUMER STAPLES PROSPECTUS ENCLOSED	05/19/11	02/13/12	26,040.12	25,702.35		337.77
125000050	704	SEL SECT SPDR CONSUMER STAPLES PROSPECTUS ENCLOSED	05/19/11	03/28/12	23,888.43	22,760.32		1,128.11
125000060	1,140	SEL SECT SPDR CONS DISCRETION CONSUMER DISCRETIONARY .VG PRICE SHOWN-DETAILS ON REQ PROSPECTUS ENCLOSED	12/12/11	01/03/12	45,302.73	44,236.10		1,066.63
125000070	914	SEL SECT SPDR CONS DISCRETION CONSUMER DISCRETIONARY PROSPECTUS ENCLOSED	12/12/11	02/13/12	38,893.33	35,466.49		3,426.84
125000080	594	SEL SECT SPDR CONS DISCRETION CONSUMER DISCRETIONARY PROSPECTUS ENCLOSED	12/12/11	03/28/12	26,793.25	23,049.34		3,743.91
125000090	472	SELECT SECTOR SPDR INDUSTRIAL PROSPECTUS ENCLOSED	02/13/12	03/28/12	17,571.74	17,533.67		38.07
125000100	3,830	SELECT SECTOR SPDR INDUSTRIAL PROSPECTUS ENCLOSED	02/13/12	04/25/12	141,475.12	142,275.31	(800.19)	
125000110	1,685	SELECT SECTOR SPDR TECHNOLOGY .VG PRICE SHOWN-DETAILS ON REQ PROSPECTUS ENCLOSED	12/12/11	01/03/12	43,775.45	43,153.19		622.26
125000120	1,364	SELECT SECTOR SPDR TECHNOLOGY PROSPECTUS ENCLOSED	12/12/11	02/13/12	38,355.21	34,932.31		3,422.90

2012 Year End Summary

JON R. STUART

Account Number 644-31974-10 285

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	1,066	SELECT SECTOR SPDR TECHNOLOGY PROSPECTUS ENCLOSED	12/12/11	03/28/12	$ 32,424.33	$ 27,300.47		$ 5,123.86
125000140	1,355	SELECT SECTOR SPDR UTILITIES .VG PRICE SHOWN-DETAILS ON REQ PROSPECTUS ENCLOSED	05/19/11	01/03/12	48,428.26	46,191.81		2,236.45
125000150	674	SELECT SECTOR SPDR UTILITIES PROSPECTUS ENCLOSED	05/19/11	02/13/12	23,530.03	22,976.59		553.44
125000160	482	SELECT SECTOR SPDR UTILITIES PROSPECTUS ENCLOSED	05/19/11	03/28/12	16,808.50	16,431.34		377.16
Total					$ 636,257.75	$ 612,098.85	($ 800.19)	$ 24,959.09

2012 YEAR

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.
For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	5,000	WARNER CHILCOTT PLC ORD CL A	05/18/11	04/02/12	$ 84,234.49	$ 126,959.93 $ 126,959.93	($ 42,725.44) ($ 42,725.44)	$ 0.00 $ 0.00
	5,000	CGMI AND/OR ITS AFFILIATES	07/01/11		84,234.48	121,686.26 121,686.26	(37,451.78) (37,451.78)	0.00 0.00
125000020	1,200	NAVIOS MARITIME PARTNERS LP	05/03/12	05/03/12	18,767.57	18,816.00 18,816.00	(48.43) (48.43)	0.00 0.00
125000040	5,000	ATLAS ENERGY LP	02/08/12	03/01/12	136,966.67	127,311.04 127,311.04	9,655.63 9,655.63	0.00 0.00
125000050	10,000	AVIVA PLC 8.25% YIELD/CL 7.078% 120116 25.000 8.2500% DUE 12/01/2041 NEXT CALL:12/01/16 AT 25.000	11/22/11	02/27/12	261,727.28	251,500.00 251,500.00	10,227.28 10,227.28	0.00 0.00
125000070	1,000	BREITBURN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT CGMI AND/OR ITS AFFILIATES	02/03/12	02/06/12	19,089.63	18,800.00 18,800.00	289.63 289.63	0.00 0.00
125000080	5,000	CALUMET SPECIALTY PRODUCTS PARTNERS LP	03/30/11	03/15/12	121,877.66	106,682.84 106,682.84	15,194.82 15,194.82	0.00 0.00

2012 Year End Summary

JON R STUART & JOHN B TURNER

Account Number 644-01615-18 285

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000090	-50	CALL CAT JAN 13 @ 115.00 CATERPILLAR INC 100 SHS EXP 01/19/2013	04/03/12	04/10/12	$ 35,868.63 a	$ 28,168.42 **$ 28,168.42**	$ 7,700.21 **$ 7,700.21**	$ 0.00 $ 0.00
125000100	-50	CALL CAT JAN 13 @ 115.00 CATERPILLAR INC 100 SHS EXP 01/19/2013	04/12/12	04/25/12	35,111.79 a	29,103.68 **29,103.68**	6,008.11 **6,008.11**	0.00 0.00
125000110	4,000	CHESAPEAKE MIDSTREAM PARTNERS	02/02/12	04/10/12	118,031.53	114,800.00 **114,800.00**	3,231.53 **3,231.53**	0.00 0.00
125000120	200	EV ENERGY PARTNERS LP COM UTS REPSTG LTD PART INTEREST CGMI AND/OR ITS AFFILIATES	02/10/12	02/10/12	13,670.73	13,590.00 **13,590.00**	80.73 **80.73**	0.00 0.00
125000130	-80	CALL EMR JAN 13 @ 55.00 EMERSON ELECTRIC CO 100 SHS EXP 01/19/2013	04/03/12	04/19/12	19,634.10 a	15,368.00 **15,368.00**	4,266.10 **4,266.10**	0.00 0.00
125000140	500	ENBRIDGE ENERGY PARTNERS L P	12/02/11	01/03/12	16,567.49	15,425.00 **15,425.00**	1,142.49 **1,142.49**	0.00 0.00
125000150	3,300	ENBRIDGE ENERGY PARTNERS L P	12/02/11	01/12/12	105,852.22	101,805.00 **101,805.00**	4,047.22 **4,047.22**	0.00 0.00
	1,200		12/14/11		38,491.71	36,872.92 **36,872.92**	1,618.79 **1,618.79**	0.00 0.00
125000160	-40	CALL XOM JAN 13 @ 90.00 EXXON MOBIL CORP 100 SHS EXP 01/19/2013	03/01/12	03/28/12	17,714.17 a	12,595.75 **12,595.75**	5,118.42 **5,118.42**	0.00 0.00
125000170	-150	CALL XOM JAN 13 @ 90.00 EXXON MOBIL CORP 100 SHS EXP 01/19/2013	04/02/12	04/03/12	55,061.26 a	44,791.91 **44,791.91**	10,269.35 **10,269.35**	0.00 0.00
125000180	-40	CALL XOM JAN 13 @ 92.50 EXXON MOBIL CORP 100 SHS EXP 01/19/2013	03/01/12	03/28/12	13,506.05 a	9,097.22 **9,097.22**	4,408.83 **4,408.83**	0.00 0.00

2012 Year End Summary

JON R STUART & JOHN B TURNER

Account Number 644-01615-18 285

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000190	-80	CALL XOM JAN 13 @ 92.50 EXXON MOBIL CORP 100 SHS EXP 01/19/2013	04/02/12	04/03/12	$ 21,226.06 [a]	$ 16,920.40 $ 16,920.40	$ 4,305.66 $ 4,305.66	$ 0.00 $ 0.00
125000210	1,500	GENESIS ENERGY L P	03/23/12	03/23/12	46,214.16	46,200.00 46,200.00	14.16 14.16	0.00 0.00
125000240	5,000	ILLINOIS TOOL WORKS INC ACCOUNT ASSIGNED	05/18/11	03/16/12	268,304.34	290,219.95 290,219.95	(21,915.61) (21,915.61)	0.00 0.00
	5,000	OCC CALL 03-17-12 85609140 TRADE AS OF 03/16/12	08/15/11		268,304.34	230,842.98 230,842.98	37,461.36 37,461.36	0.00 0.00
125000250	10,000	INTEL CORP ACCOUNT ASSIGNED OCC CALL 01-21-12 86671660 CGMI AND/OR ITS AFFILIATES	04/14/11	01/20/12	217,583.07	196,170.73 196,170.73	21,412.34 21,412.34	0.00 0.00
125000260	10,000	INTERNATIONAL PAPER CO	05/26/11	02/08/12	308,894.04	303,505.98 303,505.98	5,388.06 5,388.06	0.00 0.00
125000270	-100	CALL IP APR 12 @ 32.00 INTERNATIONAL PAPER CO 100 SHS EXP 04/21/2012	01/03/12	01/30/12	12,716.86 [a]	10,719.98 10,719.98	1,996.88 1,996.88	0.00 0.00
125000280	-100	CALL IP APR 12 @ 32.00 INTERNATIONAL PAPER CO 100 SHS EXP 04/21/2012	02/03/12	02/07/12	12,954.91 [a]	9,631.70 9,631.70	3,323.21 3,323.21	0.00 0.00
125000290	10,000	KKR FINANCIAL HLDGS 8.375% DTD 11/15/2011 8.3750% DUE 11/15/2041 NEXT CALL:11/15/16 AT 25.000	11/07/11	02/27/12	264,083.24	250,000.00 250,000.00	14,083.24 14,083.24	0.00 0.00
125000300	1,100	LINN ENERGY LLC COMMON UNITS CGMI AND/OR ITS AFFILIATES	01/12/12	01/13/12	39,511.24	39,545.00 39,545.00	(33.76) (33.76)	0.00 0.00
125000310	8,000	MARATHON OIL CORP	05/18/11	01/30/12	247,115.23	246,454.94 246,454.94	660.29 660.29	0.00 0.00
125000320	4,000	MARATHON PETROLEUM CORP	05/18/11	03/05/12	168,437.35	166,713.44 166,713.44	1,723.91 1,723.91	0.00 0.00
125000330	-40	CALL MPC MAR 12 @ 42.50 MARATHON PETROLEUM CORP 100 SHS EXP 03/17/2012	02/01/12	02/28/12	5,406.39 [a]	4,177.00 4,177.00	1,229.39 1,229.39	0.00 0.00

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000340	700	MARKWEST ENERGY PARTNERS -UTS	03/13/12	03/13/12	$ 41,705.24	$ 41,678.00 **$ 41,678.00**	$ 27.24 **$ 27.24**	$ 0.00 $ 0.00
125000350	5,000	NUCOR CORP	07/21/11	02/14/12	214,544.89	202,779.34 **202,779.34**	11,765.55 **11,765.55**	0.00 0.00
125000360	-50	CALL NUE APR 12 @ 45.00 NUCOR CORP 100 SHS EXP 04/21/2012	01/03/12	02/14/12	5,095.15 a	5,300.00 **5,300.00**	(204.85) **(204.85)**	0.00 0.00
125000380	200	PEPCO HOLDINGS INC ORIGINAL S/D 03/09/12 B/C 6D TRADE AS OF 03/06/12	03/05/12	03/06/12	3,880.55	3,850.00 **3,850.00**	30.55 **30.55**	0.00 0.00
125000390	551	PLAINS ALL AMERN PIPELINE L P	03/06/12	03/08/12	44,156.34	43,861.08 **43,861.08**	295.26 **295.26**	0.00 0.00
125000400	1,749	PLAINS ALL AMERN PIPELINE L P	03/06/12	03/09/12	140,003.70	139,225.10 **139,225.10**	778.60 **778.60**	0.00 0.00
125000410	2,000	REGENCY ENERGY PARTNERS L P UNITS REPSTG LTD PARTNER	03/20/12	03/21/12	49,069.91	48,940.00 **48,940.00**	129.91 **129.91**	0.00 0.00
125000420	3,700	ROSE ROCK MIDSTREAM LP	12/09/11	01/03/12	75,848.53	74,000.00 **74,000.00**	1,848.53 **1,848.53**	0.00 0.00
125000430	2,100	SANDRIDGE MISSISSIPPIAN TRUST II UNIT	04/17/12	04/18/12	45,896.57	44,100.00 **44,100.00**	1,796.57 **1,796.57**	0.00 0.00
125000440	100	SPLUNK INC	04/18/12	04/19/12	3,175.29	1,700.00 **1,700.00**	1,475.29 **1,475.29**	0.00 0.00
125000450	2,700	VANGUARD NAT RES LLC UNIT REPSTG LTD LIABILITY CO INTS	01/18/12	01/19/12	74,761.56	74,817.00 **74,817.00**	(55.44) **(55.44)**	0.00 0.00
125000460	2,000	VENTAS INC	01/03/12	01/04/12	107,725.53	107,400.00 **107,400.00**	325.53 **325.53**	0.00 0.00
125000470	1,500	WELLS FARGO & CO NEW	02/17/11	01/17/12	44,906.10	50,102.30 **50,102.30**	(5,196.20) **(5,196.20)**	0.00 0.00
	8,500		04/14/11		254,467.89	257,842.04 **257,842.04**	(3,374.15) **(3,374.15)**	0.00 0.00
	1,593		08/25/11		47,690.27	48,333.67 **48,333.67**	(643.40) **(643.40)**	0.00 0.00

2012 Year End Summary

JON R STUART & JOHN B TURNER
Account Number 644-01615-18 285

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000480	-100	CALL WMB NOV 12 @ 35.00 WILLIAMS COS INC 100 SHS EXP 11/17/2012	03/20/12	03/28/12	$ 10,519.12 [a]	$ 8,523.50 $ 8,523.50	$ 1,995.62 $ 1,995.62	$ 0.00 $ 0.00
125000490	2,200	WILLIAMS PARTNERS L P UNIT LTD PARTNERSHIP INT	04/04/12	05/02/12	125,913.29	120,032.00 120,032.00	5,881.29 5,881.29	0.00 0.00
	1,800		04/04/12		103,019.97	97,672.32 97,672.32	5,347.65 5,347.65	0.00 0.00
125000500	.3333	WPX ENERGY INC CASH IN LIEU OF .33334 RECORD 12/14/11 PAY 12/31/11 FROM: 969457100000 (SPINOFF)	05/18/11	01/03/12	5.61	5.67 5.67	(.06) (.06)	0.00 0.00
125000510	3,333	WPX ENERGY INC	05/18/11	02/08/12	57,765.44	56,723.19 56,723.19	1,042.25 1,042.25	0.00 0.00
	1,667		01/05/12		28,891.38	29,553.60 29,553.60	(662.22) (662.22)	0.00 0.00
125000520	1,900	ZYNGA INC CL A	12/15/11	01/27/12	19,171.20	19,000.00 19,000.00	171.20 171.20	0.00 0.00
Total					$ 4,575,372.22	$ 4,479,914.88 $ 4,479,914.88	$ 95,457.34 $ 95,457.34	$ 0.00 $ 0.00

[a] *This amount is not reported to the IRS on Form 1099-B.*

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000030	4,000	AT&T INC	04/12/10	05/01/12	$ 132,464.90	$ 106,691.48 $ 106,691.48	$ 25,773.42 $ 25,773.42	$ 0.00 $ 0.00
	6,000		09/10/10		198,697.35	167,842.16 167,842.16	30,855.19 30,855.19	0.00 0.00

2012 Year End Summary

JON R STUART & JOHN B TURNER
Account Number 644-01615-18 285

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000060	3,235	BANK ONE CAPITAL TR VI 7.20%	06/30/09	04/30/12	$ 80,875.00	$ 75,990.15 $ 75,990.15	$ 4,884.85 $ 4,884.85	$ 0.00 $ 0.00
125000200	960	FRONTIER COMMUNICATIONS CORP	04/12/10	04/02/12	4,057.95	6,653.10 R 6,653.10	(2,595.15) (2,595.15)	0.00 0.00
	1,440		10/15/10		6,086.92	11,461.73 R 11,461.73	(5,374.81) (5,374.81)	0.00 0.00
125000220	250,000	GOLDMAN SACHS GROUP INC SR UNSUB BK/ENTRY DTD 1/10/02	05/18/09	01/17/12	250,000.00	264,535.00 250,000.00	(14,535.00) 0.00	0.00 0.00
	150,000	DUE 01/15/2012 RATE 6.600	04/26/10		150,000.00	161,010.00 150,000.00	(11,010.00) 0.00	0.00 0.00
	250,000		05/12/10		250,000.00	264,880.00 250,000.00	(14,880.00) 0.00	0.00 0.00
125000230	250,000	HSBC FIN CORP MTN DTD 09/25/2008 FIXED AT MATURITY DUE 03/15/2012 RATE 5.500	04/14/10	03/15/12	250,000.00	265,260.00 250,000.00	(15,260.00) 0.00	0.00 0.00
125000370	125,000	ONEOK PARTNERS NOTES BOOK/ENTRY DD 9/25/2006 DUE 04/01/2012 RATE 5.900	04/26/10	04/02/12	125,000.00	134,016.25 125,000.00	(9,016.25) 0.00	0.00 0.00
Total					$ 1,447,182.12	$ 1,458,339.87 $ 1,393,638.62	($ 11,157.75) $ 53,543.50	$ 0.00 $ 0.00

2012 YEAR END