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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation BEE PAYNE-STEWART FOUNDATION		A Employer identification number 43-1863996	
Number and street (or P O box number if mail is not delivered to street address) 4269 E BERKLEY		B Telephone number (see instructions) (417) 887-0376	
City or town, state, and ZIP code SPRINGFIELD, MO 65809		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 3,767,895		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	204,788			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,792	4,792		
	4 Dividends and interest from securities.	145,169	145,169		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-58,736			
	b Gross sales price for all assets on line 6a _____ 442,199				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,030	15,030		
	12 Total. Add lines 1 through 11	311,043	164,991		
	13 Compensation of officers, directors, trustees, etc	3,600			3,600
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	500			500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,937			3,937
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	8,037	0		8,037
	25 Contributions, gifts, grants paid	178,760			178,760
	26 Total expenses and disbursements. Add lines 24 and 25	186,797	0		186,797
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		124,246			
b Net investment income (if negative, enter -0-)			164,991		
c Adjusted net income (if negative, enter -0-)					

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	642,258	993,337	993,337
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,214,760	2,192,817	2,212,835
	c	Investments—corporate bonds (attach schedule).	729,884	524,994	561,723
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,586,902	3,711,148	3,767,895	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	3,586,902	3,711,148	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,586,902	3,711,148	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,586,902	3,711,148	

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	3,586,902
2	Enter amount from Part I, line 27a	2	124,246
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,711,148
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	3,711,148

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-58,736
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	-11,316

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 page 18 of 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	168,900	3,502,631	0 048221
2010	134,931	3,001,290	0 044958
2009	124,500	2,482,208	0 050157
2008	130,711	2,559,701	0 051065
2007	128,104	2,498,928	0 051264

2	Total of line 1, column (d).	2	0 245665
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 049133
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,774,576
5	Multiply line 4 by line 3.	5	185,456
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,650
7	Add lines 5 and 6.	7	187,106
8	Enter qualifying distributions from Part XII, line 4. 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	8	186,797

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,300
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,300
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	3,300
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,038	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	262	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,300
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		
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		
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) MO			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶J RANDOLPH WILSON CPA Telephone no ▶(417) 882-2650 Located at ▶1200 E WOODHURST S-100 SPRINGFIELD MO ZIP +4 ▶65804			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data TableSee Additional Data Table				
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.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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		
2		
3		
4		

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	2,953,086
b	Average of monthly cash balances.	1b	878,971
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,832,057
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	3,832,057
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,481
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,774,576
6	Minimum investment return. Enter 5% of line 5.	6	188,729

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	188,729
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,300
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,300
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	185,429
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	185,429
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	185,429

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	186,797
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	186,797
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	186,797
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				185,429
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,784	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 186,797				
a Applied to 2011, but not more than line 2a			1,784	
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.				185,013
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				416
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

b

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

c

Any submission deadlines

d

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

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	178,760
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					4,792
4	Dividends and interest from securities. . . .					145,169
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.					15,030
8	Gain or (loss) from sales of assets other than inventory					-58,736
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). .					106,255
13	Total. Add line 12, columns (b), (d), and (e).					106,255

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	J RANDOLPH WILSON	J RANDOLPH WILSON	2013-05-20		
	Firm's name	J RANDOLPH WILSON CPA 1200 E WOODHURST S-100		Firm's EIN	
	Firm's address	SPRINGFIELD, MO 65804		Phone no	(417) 882-2650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BANK OF AMERICA 6 8% 111526	P	2007-09-28	2012-01-15
BANK OF AMERICA 6 7% 121526	P	2007-12-27	2012-06-15
DUPONT 4 75% 111512	P	2005-10-04	2012-11-15
FORD CR 5 75% 062021	P	2011-06-28	2012-12-20
GEN ELECTRIC 5 25% 101912	P	2008-09-30	2012-10-19
GEN ELECTRIC 6 125% 081527	P	2007-08-24	2012-12-17
MORGAN STANLEY 083125	P	2010-08-30	2012-11-30
LEHMAN BROS 7 0% 02937	P	2007-09-28	2012-04-17
BUCKEYE PARTNERS LP	P	2010-04-01	2012-05-17
PITNEY BOWES INC	P	2012-12-20	2012-05-14
RESOURCE CAPITAL CORP	P	2011-06-28	2012-05-17
CAPITAL GAIN DIVIDENDS	P	2012-12-31	2012-12-31






Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		50,005	-5
45,000		44,105	895
25,000		24,875	125
50,000		50,005	-5
50,000		48,162	1,838
100,000		100,000	
50,000		50,005	-5
3,096		50,000	-46,904
26,519		29,878	-3,359
9,564		15,971	-6,407
30,152		37,929	-7,777
2,868			2,868

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5
			895
			125
			-5
			1,838
			-5
			-46,904
			-3,359
			-6,407
			-7,777
			2,868


Form 990PF Part VIII Line 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
SUSAN STEWART-DANIEL  4269 E BERKLEY SPRINGFIELD, MO 65809	PRESIDENT 1 00	1,500	0	0
LORA STEWART-THOMAS  5434 WOODCLIFFE SPRINGFIELD, MO 65809	V-PRESIDENT 1 00	1,500	0	0
JULIE STEWART  12681 S KENTON COURT OLATHE, KS 66061	V-PRESIDENT 0 15	200	0	0
J RANDOLPH WILSON  1335 S PICKWICK SPRINGFIELD, MO 65804	TREAS 0 15	200	0	0
LISA MCKAY  1200 EAST WOODHURST DR G-300 SPRINGFIELD, MO 65807	SECY 0 15	200	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA 1901 REPUBLIC RD SPRINGFIELD, MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	20,630
SPFD-GREENE CTY PARK BD 1923 N WELLER SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	20,000
MISSOURI UNIV COLLEGE OF HUMAN ENV GWYNN HALL COLUMBIA, MO 65211	NONE	501(C)(3)	SUPPORT OF PROGRAM	20,000
GYN CANCER ALLIANCE 417 S JEFFERSON SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	15,000
MSU FOUNDATION 301 S JEFFERSON SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	14,035
SALVATION ARMY 1701 E CHESTNUT SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	10,000
OZARK FOOD HARVEST 2810 N CEDARBROOK SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	10,000
HUMANE SOCIETY OF SW MO 3161 WNORTON RD SPRINGFIELD, MO 65803	NONE	501(C)(3)	SUPPORT OF PROGRAM	10,000
HARMONY HOUSE 519 E CHERRY SPRINGFIELD, MO 65806	NONE	501(C)(3)	SUPPORT OF PROGRAM	6,000
FDN FOR PUBLIC SCHOOLS 940 N JEFFERSON SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
CHILD ADVOCACY CENTER 1033 E WALNUT SPRINGFIELD, MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
CROSSLINES 627 N GLENSTONE SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
CASA OF SW MO 1300 E BRADFORD PKWY SPRINGFIELD, MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
GREAT CIRCLE (BOYS AND GIRLS CLUBS 1212 W LOMBARD SPRINGFIELD, MO 65806	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
CARE TO LEARN FOUNDATION 411 N SHERMAN PKWY SPRINGFIELD, MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
COMMUNITY OLYMPICS 7454 FOXTROT LN ROGERSVILLE,MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	5,000
REGIONAL GIRLS SHELTER 2740 E PYTHIAN SPRINGFIELD,MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	3,000
ARC OF THE OZARKS FOUNDATION 3000 E CHESTNUT EXPY SPRINGFIELD,MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	3,000
FRIENDS OF THE ZOO 3043 N FORT SPRINGFIELD,MO 65803	NONE	501(C)(3)	SUPPORT OF PROGRAM	2,500
SPRINGFIELD PUB SHOOLS BASE PROGRA 940 N JEFFERSON SPRINGFIELD,MO 65802	NONE	PUBLIC SCHOL	SUPPORT OF PROGRAM	2,300
REAR BREED THE KITCHEN 428 E COMMERCIAL SPRINGFIELD,MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	2,000
HEARTS FOR WOMEN P O BOX 2340 NIXA,MO 65114	NONE	501(C)(3)	SUPPORT OF PROGRAM	1,500
PARKVIEW HIGH SCHOOL BASE PROGRAM 516 W MEADOWMERE SPRINGFIELD,MO 65807	NONE	PUBLIC SCHOL	SUPPORT OF PROGRAM	1,000
GLENDALE HIGH SCHOOL BASE PROGRAM 2727 S INGRAM MILL SPRINGFIELD,MO 65804	NONE	PUBLIC SCHOL	SUPPORT OF PROGRAM	1,000
AMERICAN HEART ASSN 2446 E MADRID SPRINGFIELD,MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	1,000
ACADEMY OF NUTRITION AND DIETETICS 120S RIVERSIDE STE 2000 CHICAGO,IL 606066995	NONE	501(C)(3)	SUPPORT OF PROGRAM	250
OTHERS (UNDER 100) 4269 E BERKLEY SPRINGFIELD,MO 65809	NONE	501(C)(3)	SUPPORT OF PROGRAM	245
BREAST CANCER OF THE OZA 330 N JEFFERSON SPRINGFIELD,MO 65802	NONE	501(C)(3)	SUPPORT OF PROGRAM	100
WOUNDED WARRIOR PROJECT 4899 BELFAST RD STE 300 JACKSONVILLE,FL 32256	NONE	501(C)(3)	SUPPORT OF PROGRAM	100
SPECIAL OLYMPICS OF MO 1342 S GLENSTONE SPRINGFIELD,MO 65804	NONE	501(C)(3)	SUPPORT OF PROGRAM	100
Total  3a				178,760

TY 2012 Accounting Fees Schedule

Name: BEE PAYNE-STEWART FOUNDATION

EIN: 43-1863996

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
J RANDOLPH WILSON, CPA TAX SER	500			500

TY 2012 Compensation Explanation**Name:** BEE PAYNE-STEWART FOUNDATION**EIN:** 43-1863996

Person Name	Explanation
SUSAN STEWART-DANIEL	
LORA STEWART-THOMAS	
JULIE STEWART	
J RANDOLPH WILSON	
LISA MCKAY	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: BEE PAYNE-STEWART FOUNDATION
EIN: 43-1863996

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SCHEDULE 3	524,994	561,723

**TY 2012 Investments Corporate
Stock Schedule****Name:** BEE PAYNE-STEWART FOUNDATION**EIN:** 43-1863996

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS - SCHEDULE 1	1,989,377	2,029,288
MUTUAL FUNDS - SCHEDULE 2	203,440	183,547

TY 2012 Other Expenses Schedule

Name: BEE PAYNE-STEWART FOUNDATION

EIN: 43-1863996

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MEETING EXPENSE				

TY 2012 Other Income Schedule

Name: BEE PAYNE-STEWART FOUNDATION

EIN: 43-1863996

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BP PRUDHOE BAY RTY TR	15,030	15,030	

TY 2012 Taxes Schedule**Name:** BEE PAYNE-STEWART FOUNDATION**EIN:** 43-1863996

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORIEGN INCOME TAXES WITHHELD	217			217
FOUNDATION EXCISE TAX, 2011	682			682
FOUNDATION EXCISE TAX EST 13	3,038			3,038

STATEMENT 5
SCHEDULE 1

BEE PAYNE-STEWART FOUNDATION
SPRINGFIELD, MISSOURI
Schedule of Common Stocks
December 31, 2012

Common Stocks.	Cost	Market 12/31/12	Estimated Yield	Market %Yield
3M Company	\$ 8,223	\$ 10,678	\$ 271	2.54%
AT&T Inc	43,602	55,622	2,970	5.34%
Ares Capital Corp	59,904	20,440	1,775	8.69%
AllianceBernstein	49,271	31,810	1,734	5.45%
Alliance Resources Ptrn LP	40,924	52,253	3,906	7.48%
Altria Group	45,226	75,456	4,224	5.60%
Baker Hughes, Inc	5,456	3,881	57	1.47%
Bank of America Corporation	71,076	17,623	61	0.34%
Bemis Company, Inc	14,611	16,730	500	2.99%
Best Buy Company, Inc	48,918	11,850	680	5.74%
BP Prudhoe Bay Royalty Trust	50,056	45,822	6,227	13.59%
Capitol Federal Financial	50,166	38,367	985	2.57%
Caterpillar Inc	49,027	67,206	1,560	2.32%
Centurylink Inc	47,157	54,768	4,080	7.41%
Cheniere Energy Partners LP	39,870	58,571	4,684	8.00%
Chevron Corporation	48,585	91,919	3,060	3.33%
Citigroup	11,086	949	1	0.10%
Commerce Bancshares, Inc	38,200	36,813	966	2.62%
ConocoPhillips	48,362	40,593	1,848	4.55%
CVS Caremark Corp	48,920	72,525	1,350	1.86%
Duke Energy	49,406	53,145	2,549	4.80%
Duke Realty Group	50,595	20,805	1,020	4.90%
Empire District Electric	45,456	40,760	2,000	4.91%
Exelon Corporation	57,001	29,443	2,079	7.06%
Exxon Mobile Corporation	43,597	56,258	1,482	2.63%
Federal Home Loan Mortgage Corp	6,667	32	0	0.00%
Frontier Communications Corp	29,505	14,210	1,328	9.35%
General Electric Company	15,275	9,760	353	3.62%
Health Care Reit Inc.	49,901	81,209	3,922	4.83%
Hospitality Property Trust	46,336	26,348	2,115	8.03%
Johnson & Johnson	42,615	47,318	1,647	3.48%
Kimberley-Clark Corporation	15,127	19,419	681	3.51%
Kinder Morgan Energy	42,740	66,928	4,032	6.02%
Leggett & Platt Inc	98,135	101,667	4,333	4.26%
Lehman Brothers Holdings Inc	9,752	0	0	0.00%
McDonalds Corporation	43,096	74,979	2,618	3.49%
Microsoft Corporation	14,988	16,026	552	3.44%
Oneoke Partners	44,656	69,107	3,507	5.08%
Pengrowth Energy Trust	49,864	10,437	1,015	9.72%
Pfizer Inc	54,204	59,438	2,275	3.83%
Phillips 66		18,585	350	1.88%
Pioneer Southwest Enrgy Ptrn	30,235	27,240	2,496	9.16%
Plains All American Pipeline	24,207	36,192	1,736	4.80%
Procter & Gamble Co	11,616	13,578	450	3.31%
Seadrill Ord	25,109	32,272	2,688	8.33%
Simon Property Group	50,101	82,366	2,292	2.78%
Southern Company	47,439	64,215	2,940	4.58%
TICC Capital Group	25,052	32,384	3,712	11.46%
Two Harbors Investment Corp	42,414	44,320	8,800	19.86%
U S Bancorp De	6,617	7,666	187	2.44%
Verizon Communications, Inc	40,653	53,655	2,554	4.76%
Wells Fargo & Co	58,381	15,654	403	2.57%
	\$ 1,989,377	\$ 2,029,288	\$ 107,035	5.27%

STATEMENT 6
SCHEDULE 3

BEE PAYNE-STEWART FOUNDATION
SPRINGFIELD, MISSOURI

Schedule of Corporate Bonds
December 31, 2012

Corporate Bonds and Notes:	Cost	Market 12/31/12	Yield	Market %Yield
Aetna Inc., 7.25%, Due 08/15/23	\$ 19,747	\$ 24,608	\$ 1,450	5.89%
Bank of America Internotes 5.125% Due 6/12/27	49,880	51,490	2,563	4.98%
Block Financial, LLC 5.5% 11/01/22	101,243	102,886	5,500	5.35%
Chesapeake Energy Corp. 6.125% Due 2/15/21	49,995	51,875	3,063	5.90%
General Electric Cap Corp, 5.75%, Due 05/15/24	50,000	50,295	2,875	5.72%
GMAC Smartnotes, 7.150% Due 09/15/18	24,973	24,644	1,788	7.25%
GMAC Smartnotes, 7.250% Due 09/15/18	25,005	24,719	1,813	7.33%
Greene County MO, 6.050% Due 12/01/29	73,155	78,415	4,235	5.40%
Merrill Lynch Sub 6.050% Due 05/16/16	34,115	37,429	2,057	5.50%
PPG Industries, Inc, 6.875%, Due 11/01/17	23,675	29,303	1,719	5.87%
Target. 5.375% Due 05/01/17	25,161	29,428	1,344	4.57%
Tyson Foods, Inc., 7%, Due 05/01/18	23,170	29,813	1,750	5.87%
Wells Fargo & Cos, 5%, Due 11/15/14	24,875	26,820	1,250	4.66%
Total Corporate Bonds and Notes	\$ 524,994	\$ 561,723	\$ 31,405	5.59%

STATEMENT 5
SCHEDULE 2

Schedule of Mutual Funds
December 31, 2012

Mutual Funds:	Cost	Market 12/31/12	Estimated Yield	Market %Yield
Capital Income Builder, CIA	\$ 63,640	\$ 55,301	\$ 2,007	3.63%
Fidelity Select Energy Service	26,250	20,083	0	0.00%
Ishares Tr US Pfd Stk Idx	25,711	27,734	1,667	6.01%
Rowe T Price International New Asia Fnd	30,887	30,069	268	0.89%
Rowe T Price International Emerging Markets	25,924	24,038	85	0.35%
Rowe T Price International Latin America	31,029	26,322	519	1.97%
Total Mutual Funds	\$ 203,440	\$ 183,547	\$ 4,546	2.48%