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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 , and ending

Name of foundation
DENNIS M. JONES FAMILY FOUNDATION
FORMERLY DENNIS & JUDITH JONES CHAR FD T

A Employer identification number
43-6786094

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1700 SOUTH WARSON ROAD

B Telephone number
3145766100

City or town, state, and ZIP code
ST. LOUIS, MO 63124

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 42,604,491.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,648.	17,648.		STATEMENT 1
	4 Dividends and interest from securities	1,163,985.	1,163,985.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<527,562.>			
	b Gross sales price for all assets on line 6a 12,942,752.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	77.	77.		STATEMENT 3
	12 Total. Add lines 1 through 11	654,148.	1,181,710.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,065.	6,065.		0.
	c Other professional fees STMT 5	349,559.	349,559.		0.
	17 Interest	2,455.	2,455.		0.
	18 Taxes STMT 6	4.	4.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,181.	3,181.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	361,264.	361,264.		0.
	25 Contributions, gifts, grants paid	2,007,700.			2,007,700.
	26 Total expenses and disbursements. Add lines 24 and 25	2,368,964.	361,264.		2,007,700.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,714,816.>			
	b Net investment income (if negative, enter -0-)		820,446.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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2-05-12 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2012)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		631,532.	631,532.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	5,969,016.	5,435,145.	6,300,428.
	b Investments - corporate stock STMT 9	29,771,264.	27,712,757.	35,073,471.
	c Investments - corporate bonds STMT 10	507,330.	507,330.	589,860.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	3,100.	9,200.	9,200.
	16 **Total assets** (to be completed by all filers)	36,250,710.	34,295,964.	42,604,491.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ BANK OVERDRAFT)	239,930.	0.	
	23 **Total liabilities** (add lines 17 through 22)	239,930.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	36,010,780.	34,295,964.	
	30 **Total net assets or fund balances**	36,010,780.	34,295,964.	
	31 **Total liabilities and net assets/fund balances**	36,250,710.	34,295,964.	

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	36,010,780.
2 Enter amount from Part I, line 27a	2	<1,714,816.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	34,295,964.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,295,964.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	12,942,752.		13,470,314.	<527,562.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<527,562.>

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 <527,562.>

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	1,849,774.	40,433,028.	.045749
2010	1,726,100.	38,724,817.	.044573
2009	2,042,400.	34,429,275.	.059322
2008	1,523,300.	40,322,689.	.037778
2007	1,459,200.	45,751,700.	.031894

2	**Total** of line 1, column (d)	2	.219316
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	.043863
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,472,832.
5	Multiply line 4 by line 3	5	1,819,123.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,204.
7	Add lines 5 and 6	7	1,827,327.
8	Enter qualifying distributions from Part XII, line 4	8	2,007,700.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	8,204.
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	8,204.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,204.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	43,182.		
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	43,182.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	34,978.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 34,978. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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?	7	X	
	If "Yes," complete Part II, col (c), and Part XV			
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	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 ▶ DENNIS JONES Telephone no. ▶ 314-993-9521
Located at ▶ 1700 SOUTH WARSON ROAD, ST. LOUIS, MO ZIP+4 ▶ 63124

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DENISE FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
DENNIS M. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 4.00	0.	0.	0.
DENNIS M. JONES, JR 670 OLD RIVERWOODS LANE ST LOUIS, MO 63017	TRUSTEE 0.00	0.	0.	0.
JUDITH A. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	39,272,367.
b	Average of monthly cash balances	1b	2,832,031.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	42,104,398.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	42,104,398.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	631,566.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,472,832.
6	**Minimum investment return.** Enter 5% of line 5	6	2,073,642.

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	2,073,642.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,204.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,065,438.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,065,438.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,065,438.

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	2,007,700.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,007,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,204.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,999,496.

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				2,065,438.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,992,866.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,007,700.				
a Applied to 2011, but not more than line 2a			1,992,866.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				14,834.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,050,604.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) 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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

DENNIS M. JONES

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines.

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

Part 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				
100 NEEDIEST CASES ST. LOUIS POST DISPATCH ST LOUIS, MO 63101	NONE	501(C)3	CHARITABLE	100,000.
BAYLOR UNIVERSITY SCHOLARS BAYLOR UNIVERSITY WACO, TX 76798	NONE	501(C)3	CHARITABLE	20,000.
BOYS AND GIRLS CLUB OF BROWARD COUNTY 877 NORTHWEST 61ST STREET FORT LAUDERDALE, FL 33309	NONE	501(C)3	CHARITABLE	15,000.
CHARACTER PLUS 1460 CRAID ROAD ST LOUIS, MO 73146	NONE	501(C)3	CHARITABLE	10,000.
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVENUE ST LOUIS, MO 63133	NONE	501(C)3	CHARITABLE	150,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,007,700.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,648.	
4 Dividends and interest from securities			14	1,163,985.	
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	77.	
8 Gain or (loss) from sales of assets other than inventory			18	<527,562.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		654,148.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 654,148.

(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).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date | OFFICER Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Richard F. Kramer		05/10/2013		P01075151

Firm's name ▶ STONE CARLIE AND COMPANY, LLC — Firm's EIN ▶ 43-0642511

Firm's address ▶ 101 S HANLEY ROAD, SUITE 800 ST LOUIS, MO 63105 — Phone no. 314-889-1100

Morgan Stanley

Holdings

Portfolio Management Basic Securities Account 033-118434-513

DENNIS M JONES FAMILY FOUNDATION AMND/REST
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	4/15/03	4,174.000	$31.474	$131,372.27	$239,921.52	$108,549.25 LT		
	9/18/08	8,371.000	34.446	288,343.28	481,165.08	192,821.80 LT		
	10/24/08	5,605.000	23.758	133,160.79	322,175.40	189,014.61 LT		
	Total	18,150.000		552,876.34	1,043,262.00	490,385.66 LT	14,520.00	1.39
Share Price: $57.480, Next Dividend Payable 02/2013								
AMGEN INC (AMGN)	1/17/08	7,141.000	47.716	340,736.39	615,554.20	274,817.81 LT		
	10/24/08	3,875.000	55.725	215,935.75	334,025.00	118,089.25 LT		
	Total	11,016.000		556,672.14	949,579.20	392,907.06 LT	20,710.08	2.18
Share Price. $86.200, Next Dividend Payable 03/2013								
AT&T INC (T)	12/7/12	29,272.000	33.690	986,173.68	986,759.12	585.44 ST	52,689.60	5.33
Share Price: $33.710, Next Dividend Payable 02/2013								
AVAGO TECH (AVGO)	3/18/11	22,143.000	30.090	666,285.09	700,843.66	34,558.57 LT	15,057.24	2.14
Share Price $31 651; Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	1/13/03	8,298.000	34.074	282,741.91	897,345.72	614,603.81 LT		
	4/15/03	4,200.000	31.800	133,560.00	454,188.00	320,628.00 LT		
	10/24/08	2,795.000	63 200	176,643 72	302,251.30	125,607.58 LT		
	Total	15,293.000		592,945.63	1,653,785.02	1,060,839.39 LT	55,054.80	3.32
Share Price $108 140, Next Dividend Payable 03/2013								
CISCO SYS INC (CSCO)	10/10/08	30,182.000	17.169	518,179.67	593,058.18	74,878.51 LT		
	10/24/08	6,720.000	16 440	110,476.80	132,043.96	21,567.16 LT		
	5/26/10	902.000	23.690	21,368 38	17,723.75	(3,644.63) LT		
	8/8/12	25,275.000	17.127	432,889.98	496,638.58	63,748.60 ST		
	Total	63,079 000		1,082,914.83	1,239,464.50	92,801.04 LT 63,748.60 ST	35,324 24	2.84
Share Price $19.649, Next Dividend Payable 03/2013								
COCA COLA CO (KO)	9/30/09	11,750.000	26.565	312,134.05	425,937.50	113,803.45 LT	11,985.00	2.81
Share Price: $36.250, Next Dividend Payable 03/2013								
COVIDIEN PLC NEW (COV)	2/25/10	3,665.000	49.524	181,505.09	211,617.10	30,112.01 LT		
	3/17/11	17,355.000	51 120	887,178.92	1,002,077 70	114,898.78 LT		
	Total	21,020.000		1,068,684.01	1,213,694.80	145,010.79 LT	21,860.80	1.80
Share Price. $57 740; Next Dividend Payable 03/2013								

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Security Mark at Right

Holdings

Portfolio Management Basic Securities Account 033-118434-513
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DARDEN RESTAURANTS (DRI)	12/7/12	21,164.000	46.614	986,532.35	953,861.48	(32,670.87) ST	42,328.00	4.43
Share Price: $45.070; Next Dividend Payable 02/2013								
DIAGEO PLC SPON ADR NEW (DEO)	2/25/10	9,508.000	64.520	613,452.36	1,108,442.64	494,990.28 LT	26,375.19	2.37
Share Price: $116.580; Next Dividend Payable 04/2013								
EBAY INC (EBAY)	8/22/11	10,875.000	27.433	298,334.96	554,599.98	256,265.02 LT		
	8/22/11	10,867.000	27.433	298,115 50	554,192.00	256,076.50 LT		
	Total	21,742.000		596,450.46	1,108,791.99	512,341.52 LT	—	—
Share Price: $50.998								
EMC CORP MASS (EMC)	11/13/12	26,447.000	24.161	638,991.26	669,109.10	30,117.84 ST	—	—
Share Price $25.300								
FEDEX CORP (FDX)	4/11/12	7,508 000	88.141	661,764.88	688,633.76	26,868.88 ST		
	8/7/12	4,502.000	89.921	404,822.99	412,923.44	8,100.45 ST		
	12/13/12	2,457.000	89.663	220,302.73	225,356.04	5,053.31 ST		
	Total	14,467.000		1,286,890.60	1,326,913.24	40,022.64 ST	8,101.52	0.61
Share Price $91.720; Next Dividend Payable 03/2013								
GILEAD SCIENCE (GILD)	3/4/10	2,019.000	46 941	94,774.69	148,295.55	53,520 86 LT		
	7/19/10	17,441.000	32.847	572,886.27	1,281,041 45	708,155.18 LT		
	Total	19,460.000		667,660.96	1,429,337.00	761,676.04 LT	—	—
Share Price $73.450								
GOLDMAN SACHS GRP INC (GS)	10/10/08	6,138 000	76 730	470,970.58	782,963.28	311,992.70 LT	12,276.00	1 56
Share Price $127 560, Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	2/2/12	1,394.000	585.535	816,235.79	986,087 72	169,851.93 ST		
	11/20/12	486 000	671 697	326,444.60	343,786.68	17,342 08 ST		
	Total	1,880 000		1,142,680 39	1,329,874.40	187,194.01 ST	—	—
Share Price $707 380								
HALLIBURTON CO (HAL)	10/18/06	14,182.000	29 018	411,534,70	491,973 58	80,438.88 LT		
	10/24/08	4,790.000	18 169	87,029 99	166,165.10	79,135.11 LT		

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Holdings

Portfolio Management Basic Securities Account DENNIS M JONES
033-118434-513 FAMILY FOUNDATION AMND/REST
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	18,972.000		498,564.69	658,138.68	159,573.99 LT	6,829.92	1.03
Share Price: $34.690; Next Dividend Payable 03/2013								
HOME DEPOT INC (HD)	10/31/06	4,708.000	37.284	175,533.07	291,189.80	115,656.73 LT		
	10/24/08	4,105.000	18.719	76,841.91	253,894.25	177,052.34 LT		
	7/20/10	11,251.000	27.323	307,415.57	695,874.35	388,458.78 LT		
	Total	20,064.000		559,790.55	1,240,958.40	681,167.85 LT	23,274.24	1.87
Share Price. $61.850; Next Dividend Payable 03/2013								
ILL TOOL WORKS INC (ITW)	12/14/10	12,496.000	51.506	643,615.23	759,881.76	116,266.53 LT	18,993.92	2.49
Share Price· $60.810; Next Dividend Payable 03/2013								
INTEL CORP (INTC)	4/15/03	4,901.000	17.139	83,999.76	101,058.62	17,058.86 LT		
	1/29/07	28,545.000	20.992	599,216.64	588,597.90	(10,618.74) LT		
	10/24/08	9,655.000	14.330	138,356.15	199,086.10	60,729.95 LT		
	Total	43,101.000		821,572.55	888,742.62	67,170.07 LT	38,790.90	4.36
Share Price· $20.620; Next Dividend Payable 03/2013								
ISHARES BARCLAYS 1-3 YR TSY BD (SHY)	12/3/12	24,025.000	84.440	2,028,671.00	2,028,190.50	(480.50) ST	7,519.83	0.37
Share Price $84.420; Next Dividend Payable 01/02/13								
ISHARES S&P PREF STK INDX (PFF)	8/25/08	28,524.000	36.166	1,031,587.57	1,130,120.88	98,533.31 LT		
	10/24/08	4,920 000	28.236	138,921.12	194,930.40	56,009.28 LT		
	Total	33,444.000		1,170,508.69	1,325,051.28	154,542.59 LT	79,697.05	6.01
Share Price $39.620; Next Dividend Payable 01/02/13								
JPMORGAN CHASE & CO (JPM)	1/13/03	8,548.560	28.862	246,725.69	375,872.48	129,146.79 LT		
	4/15/03	7,381.440	27.500	202,989.60	324,555.27	121,565.67 LT		
	8/31/05	7,582.000	33.617	254,883.34	333,373.71	78,490.37 LT		
	10/24/08	5,390.000	35.710	192,479.60	236,993.44	44,513.84 LT		
	2/29/12	676.000	39.295	26,563.42	29,723.11	3,159.69 ST		
	Total	29,578.000		923,641.65	1,300,518.03	373,716.67 LT 3,159.69 ST	35,493.60	2.72
Share Price: $43 969; Next Dividend Payable 01/2013								
METLIFE INCORPORATED (MET)	6/28/07	10,356.000	64.956	672,680.19	341,126.64	(331,553.55) LT		
	11/1/07	13,513.000	66.898	903,989.97	445,118.22	(458,871.75) LT		
	10/24/08	3,675.000	28.388	104,327.00	121,054.50	16,727.50 LT		

CONTINUED

Holdings

Portfolio Management Basic Securities Account
033-118434-513
DENNIS M. JONES
FAMILY FOUNDATION AMND/REST

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	27,544.000		1,680,997.16	907,299.36	(773,697.80) LT	20,382.56	2.24
Share Price. $32.940; Next Dividend Payable 12/2013								
MICROSOFT CORP (MSFT)	2/15/01	2,788.000	29.344	81,810.38	74,466.64	(7,343.74) LT		
	2/16/01	7,550 000	28.344	213,995.31	201,658.23	(12,337.08) LT		
	5/21/01	450.000	34.680	15,606.00	12,019.36	(3,586.64) LT		
	1/13/03	970.000	28.160	27,315.20	25,908.40	(1,406.80) LT		
	4/15/03	6,925.000	24.610	170,424.25	184,964.67	14,540 42 LT		
	10/9/08	20,810.000	23.546	489,986.02	555,828.85	65,842.83 LT		
	10/24/08	6,570.000	22.260	146,248.20	175,482.72	29,234.52 LT		
	6/29/10	2,898.000	23.830	69,060.21	77,404.71	8,344.50 LT		
	Total	48,961.000		1,214,445.57	1,307,733.62	93,288.01 LT	45,044.12	3.44
Share Price. $26.710, Next Dividend Payable 03/2013								
NIKE INC B (NKE)	3/29/06	8,968.000	21.334	191,319.05	462,748.80	271,429.75 LT		
	10/24/08	6,540.000	24.318	159,038.41	337,464.00	178,425.59 LT		
	Total	15,508.000		350,357.46	800,212.80	449,855.34 LT	6,513 36	0.81
Share Price $51.600, Next Dividend Payable 03/2013								
PFIZER INC (PFE)	10/21/05	37,319.000	20.866	778,679.59	935,934.39	157,254.80 LT		
	10/24/08	6,720.000	16.820	113,029.73	168,532 89	55,503.16 LT		
	Total	44,039 000		891,709.32	1,104,467.29	212,757 96 LT	42,277 44	3.82
Share Price $25 079, Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	2/25/10	8,429.000	49.337	415,862.42	705,001.56	289,139.14 LT	28,658 60	4 06
Share Price $83 640, Next Dividend Payable 01/11/13								
PROCTER & GAMBLE (PG)	9/21/09	16,361 000	57.174	935,425.45	1,110,748.29	175,322.84 LT	36,779.53	3 31
Share Price $67 890, Next Dividend Payable 02/2013								
STRYKER CORP (SYK)	6/28/06	8,320.000	42.013	349,545.67	456,102 40	106,556.73 LT		
	10/24/08	2,230 000	47.170	105,188.21	122,248.60	17,060.39 LT		

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Holdings

Portfolio Management Basic Securities Account 033-118434-513 DENNIS M. JONES FAMILY FOUNDATION AMND/REST
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	10,550.000		454,733.88	578,351.00	123,617.12 LT	11,183.00	1.93
Share Price: $54.820; Next Dividend Payable 01/31/13								
WAL MART STORES INC (WMT)	4/15/03	846.000	54.540	46,140.84	57,722.58	11,581.74 LT		
	3/6/07	14,028.000	48.035	673,829.37	957,130.44	283,301.07 LT		
	10/24/08	2,620.000	51.809	135,739.84	178,762.60	43,022.76 LT		
	3/24/11	1,390.000	52.804	73,397.70	94,839.70	21,442.00 LT		
	Total	18,884.000		929,107.75	1,288,455.32	359,347.57 LT	30,025.56	2.33
Share Price $68.230; Next Dividend Payable 03/2013								
WALGREEN CO (WAG)	10/16/07	14,100.000	38.568	543,811.62	521,841.00	(21,970.62) LT		
	10/24/08	5,805.000	22.520	130,728.02	214,843.05	84,115.03 LT		
	Total	19,905.000		674,539.64	736,684.05	62,144.41 LT	21,895.50	2.97
Share Price: $37.010; Next Dividend Payable 03/2013								
WALT DISNEY CO HLDG CO (DIS)	3/30/06	9,465.000	27.524	260,512.42	471,262.35	210,749.93 LT		
	10/24/08	4,625.000	22.719	105,075.84	230,278.75	125,202.91 LT		
	4/16/09	14,087.000	19.970	281,311.76	701,391.73	420,079.97 LT		
	Total	28,177.000		646,900.02	1,402,932.83	756,032.81 LT	21,132.75	1.50
Share Price. $49.790, Next Dividend Payable 12/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	82.6%	$27,062,757.76	$35,065,986.32	$7,711,551.60 LT $291,676.85 ST	$790,774.35 $0.00	2.25%

Security Mark at Right

Holdings

Portfolio Management Basic Securities Account 033-118434-513
DENNIS M. JONES FAMILY FOUNDATION AMND/REST
INTERESTED PARTY COPY

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
NAUGATUCK CONN GENL OBLIG PENSION	6/22/05	460,000.000	$104.074	$478,740.40			$24,058.00	5.16
CUSIP 639064RJ5			$100.252	$461,160.29	$466,039.80	$4,879.51 LT	$2,004.83	
Unit Price. $101.313, Coupon Rate 5.230%, Matures 06/01/2014, Int. Semi-Annually Jun/Dec 01; Callable $100.00 on 06/01/13; Yield to Call 2.043%; Subject to Federal Tax; Moody AA2, Insurer.FGIC/REINS BY NATL PUB, Issued 10/23/03								
RANCHO MIRAGE CALIF REDEV AGY TAX ALLOCA	5/26/05	585,000.000	105.473	617,017.05			31,882.50	4 98
			102.654	600,525.86	639,171.00	38,645.14 LT	7,970.62	
CUSIP 752131QP0								
Unit Price. $109.260, Coupon Rate 5.450%, Matures 04/01/2018, Int. Semi-Annually Apr/Oct 01; Yield to Maturity 3.503%; Callable Extraordinary, Subject to Federal Tax; Moody BAA2 S&P A+; Insurer·NATL PUBLIC FINANCE GU; Issued 12/04/03								
STAFFORD CNTY & STAUNTON VA IN DL	3/26/10	250,000.000	98.100	245,250.00			13,780.00	4.83
DEV AUTH BUILD AMERICA BOND			98.100	245,250.00	284,890.00	39,640.00 LT	5,205.77	
CUSIP 852413AQ6								
Unit Price: $113.956, Coupon Rate 5.512%, Matures 02/15/2025, Int. Semi-Annually Feb/Aug 15; Callable $100.00 on 02/15/20; Yield to Call 3.297%; Subject to Federal Tax; Moody AA1 S&P AA-; Issued 03/15/10								
NEW YORK N Y GENL OBLIG SER-G-1 BUILD	3/24/10	250,000.000	100.250	250,625.00			13,995.00	4.57
AMERICA			100.221	250,551.98	306,150.00	55,598.02 LT	4,664.99	
CUSIP 64966HYJ3								
Unit Price. $122 460; Coupon Rate 5 598%, Matures 03/01/2026; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 3 459%; Callable Extraordinary, Subject to Federal Tax, Moody AA2 S&P AA; Issued 03/30/10								
MARICOPA CNTY ARIZ SCH DIST NO 3	3/23/10	250,000.000	102.039	255,097.50			15,000.00	5.26
TEMPE EL BUILD AMERICA BOND			101.600	254,000.90	284,965.00	30,964.10 LT	7,500.00	
CUSIP 566880UP3								
Unit Price $113 986, Coupon Rate 6.000%, Matures 07/01/2027; Int Semi-Annually Jan/Jul 01, Callable $100.00 on 07/01/20; Yield to Call 3.837%, Subject to Federal Tax, Moody AA2, Insurer.ASSURED GUARANTY MUNIC, Issued 02/24/10								
SEDGWICK CNTY KANS UNI SCH DIS T NO	5/12/09	1,000,000.000	103.600	1,036,000.00			62,200 00	4 68
259 WICHITA BUILD AMERICA			103 197	1,031,974.50	1,328,620.00	296,645.50 LT	15,550 00	
CUSIP 815626GQ3								
Unit Price. $132 862, Coupon Rate 6 220%, Matures 10/01/2028, Int Semi-Annually Apr/Oct 01, Yield to Maturity 3.490%; Callable Extraordinary; Subject to Federal Tax, Moody AA2 S&P AA; Issued 05/01/09								
LAS VEGAS NEV CTFS PART CITY HALL PROJ	9/22/10	250,000.000	114.032	285,080.00			19,375.00	6.56
SER-A BUILD AMERICA			111 113	277,783.15	295,240.00	17,456.85 LT	6,458.33	
CUSIP 517705AN9								
Unit Price: $118.096, Coupon Rate 7 750%; Matures 09/01/2029, Int. Semi-Annually Mar/Sep 01; Callable $100 00 on 09/01/19, Yield to Call 4.569%, Subject to Federal Tax, Moody AA3 S&P AA-; Issued 12/17/09								

CONTINUED

Morgan Stanley

Holdings

Portfolio Management Basic Securities Account 033-118434-513

DENNIS M JONES FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

MUNICIPAL BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TEXAS ST GENL OBLIG SER-B BUILD AMERICA CUSIP 882722KD2	3/22/10	250,000.000	103.520 102.679	258,800.00 256,696.67	303,960.00	47,263.33 LT	15,180.00 3,795.00	4.99
Unit Price. $121.584, Coupon Rate 6.072%; Matures 10/01/2029; Int. Semi-Annually Apr/Oct 01; Callable $100.00 on 10/01/19; Yield to Call 2.568%; Subject to Federal Tax; Moody AAA S&P AA+; Issued 08/27/09								
WADSWORTH OHIO CITY SCH DIST BUILD AMERICA BOND CUSIP 930353JE8	9/23/10	250,000.000	100.998 100.822	252,495.00 252,055.63	269,297.50	17,241.87 LT	14,400.00 1,199.99	5.34
Unit Price: $107.719; Coupon Rate 5.760%; Matures 12/01/2030; Int. Semi-Annually Jun/Dec 01; Callable $100.00 on 12/01/20; Yield to Call 4.586%; Subject to Federal Tax; S&P AA-; Issued 09/21/10								
CHICAGO ILL GENL OBLIG SER-B CUSIP 167486HL6	9/28/10	250,000.000	102.250 102.123	255,625.00 255,306.89	271,960.00	16,653.11 LT	15,517.50 7,758.75	5.70
Unit Price. $108.784; Coupon Rate 6.207%; Matures 01/01/2032; Int. Semi-Annually Jan/Jul 01; Yield to Maturity 5.459%; Callable Extraordinary; Subject to Federal Tax; Moody AA3 S&P A+; Issued 01/27/10								
ILLINOIS ST GENL OBLIG CUSIP 452151LF8	9/22/10	250,000.000	84.250 84.250	210,625.00 210,625.00	247,290.00	36,665.00 LT	12,750.00 1,062.49	5.15
Unit Price: $98.916, Coupon Rate 5.100%; Matures 06/01/2033; Int. Semi-Annually Jun/Dec 01; Yield to Maturity 5.186%; Subject to Federal Tax, Moody A2 S&P A; Issued 06/12/03								
CALIFORNIA ST GENL OBLIG BUILD AMERICA BONDS CUSIP 13063A5E0	5/15/09	500,000.000	101.918 101.804	509,590.00 509,018.31	695,375.00	186,356.69 LT	37,500.00 9,375.00	5.39
Unit Price $139.075; Coupon Rate 7.500%; Matures 04/01/2034; Int. Semi-Annually Apr/Oct 01; Yield to Maturity 4 599%, Callable Extraordinary; Subject to Federal Tax; Moody A1 S&P A-; Issued 04/28/09								
ILLINOIS ST GENL OBLIG BUILD AMERICA CUSIP 452152FA4	9/30/10	250,000.000	100.000 100.000	250,000.00 250,000.00	286,125.00	36,125.00 LT	16,812.50 4,203.12	5.87
Unit Price. $114.450, Coupon Rate 6.725%; Matures 04/01/2035; Int. Semi-Annually Apr/Oct 01; Yield to Maturity 5.582%, Callable Extraordinary; Subject to Federal Tax, Moody A2 S&P A; Issued 04/26/10								
CALIFORNIA ST VAR PURP GENL OBLIG BUILD AMERICA CUSIP 13063BFV9	5/28/10	500,000.000	106.040 104 815	530,200.00 524,074.96	621,345.00	97,270.04 LT	39,750.00 13,249.99	6.39
Unit Price. $124.269; Coupon Rate 7.950%; Matures 03/01/2036; Int. Semi-Annually Mar/Sep 01; Callable $100.00 on 03/01/20; Yield to Call 4.018%; Subject to Federal Tax; Moody A1 S&P A-; Issued 04/01/10								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
MUNICIPAL BONDS	5,295,000.000	$5,435,144.95 $5,379,024.14	$6,300,428.30	$921,404.16 LT	$332,200.50 $89,998.88	5.27%
TOTAL MUNICIPAL BONDS (incl accr int.)	15.1%		$6,390,427.18			

Security Mark at Right

Holdings

Portfolio Management Basic Securities Account
033-118434-513

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GENERAL ELEC CAP CORP	10/19/07	500,000.000	$101.466	$507,330.00			$28,125 00	4.76
CUSIP 36962G3H5			$100.794	$503,969.23	$589,860.00	$85,890.77 LT	$8,281.24	

Unit Price $117.972; Coupon Rate 5.625%, Matures 09/15/2017; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 1.640%; Moody A1 S&P AA+; Issued 09/24/07

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	500,000.000	$507,330.00 $503,969.23	$589,860.00	$85,890.77 LT	$28,125.00 $8,281.24	4.77%
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	1.4%		$598,141.24			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$32,945,751.13	$42,336,953.45	$8,718,846.53 LT $291,676.85 ST	$1,151,140.71 $98,280.12	2.71%
TOTAL VALUE (includes accrued interest)			$42,435,233.57			

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

006397 MSGDT303 037920

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	MORGAN STANLEY 118434 SEE ATTACHED	P		
b	MORGAN STANLEY 118434 SEE ATTACHED	P		
c	MORGAN STANLEY 118434 SEE ATTACHED	P		
d	MORGAN STANLEY 20525 SEE ATTACHED	P		
e	MORGAN STANLEY 20525 SEE ATTACHED	P		
f	KKR & CO LP K-1	P		
g	KKR & CO LP K-1	P		
h	KKR BASIS ADJUSTMENT	P		
i	KKR BASIS ADJUSTMENT	P		
j	KKR & CO LP K-1 CONTRACTS & STRADDLES	P		
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,491,174.		3,538,028.	<46,854.>
b	269,202.		563,542.	<294,340.>
c	5,224,084.		4,812,823.	411,261.
d	169,329.		190,359.	<21,030.>
e	3,685,912.		4,212,198.	<526,286.>
f	725.			725.
g	102,326.			102,326.
h			1,025.	<1,025.>
i			151,956.	<151,956.>
j			383.	<383.>
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<46,854.>
b				<294,340.>
c				411,261.
d				<21,030.>
e				<526,286.>
f				725.
g				102,326.
h				<1,025.>
i				<151,956.>
j				<383.>
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<527,562.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8		3	N/A

Ref 00004644 00035123

2012 Year End Summary

DENNIS M. JONES
Account Number 596-20525-19 681

Details of Additional Summary Information 2012

Other Income

This amount represents distributions with respect to investments such as limited partnerships, and certain trusts, which are subject to IRS Schedules K-1 reporting. Schedules K-1 are issued directly by the partnership or trust.

Reference number	Description	Amount	Federal Income tax withheld	NRA tax withheld	Foreign tax withheld
170000100	KKR & CO. L.P	$ 26,066.24			
Totals		$ 26,066.24			

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)
125000020	317	AVAGO TECHNOLOGIES LTD ORD MorganStanley SmithBarney LLC acted as your agent in this transaction	03/18/11	01/04/12	$ 9,010.01	$ 9,538.56 $ 9,538.56	($ 528.55) ($ 528.55)	$ 0.00 $ 0.00
125000110	10,689	CORNING INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/25/11	01/26/12	138,843.17	152,848.42 152,848 42	(14,005.25) (14,005 25)	0.00 0.00
125000250	1,606	KKR & CO LP MorganStanley SmithBarney LLC acted as your agent in this transaction	04/08/11	01/04/12	21,476.30	27,972 18 27,972.18	(6,495.88) (6,495.88)	0 00 0 00
Total					$ 169,329 48	$ 190,359 16 $ 190,359.16	($ 21,029 68) ($ 21,029 68)	$ 0.00 $ 0 00

2012 YEAR END SUMMARY

00646 CISYBXYA 021427 000000

Ref. 00004644 00035124

2012 Year End Summary

DENNIS M. JONES
Account Number 596-20525-19 681

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)
125000010	335	COVIDIEN PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/25/10	01/04/12	$ 15,088.85	$ 16,590.51 **$ 16,590.51**	($ 1,501.66) **($ 1,501.66)**	$ 0.00 $ 0.00
125000030	255	AMERICAN EXPRESS CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/16/01	01/04/12	12,250.73	10,511.96 **10,511.96**	1,738.77 **1,738 77**	0 00 0 00
125000040	96	AMGEN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/17/08	01/04/12	6,126.60	4,580.69 **4,580.69**	1,545.91 **1,545 91**	0.00 0.00
125000050	645	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	03/03/05	01/04/12	21,447.44	34,688.68 **34,688.68**	(13,241.24) **(13,241.24)**	0.00 0 00
125000060	11,665	CARNIVAL CORP (PAIRED STOCK)	03/03/05	02/27/12	346,902.69	627,354.20 **627,354 20**	(280,451 51) **(280,451.51)**	0 00 0.00
	7,090	MorganStanley SmithBarney LLC acted as your agent	10/17/05		210,847.84	332,913.79 **332,913 79**	(122,065.95) **(122,065 95)**	0.00 0.00
	3,785		10/24/08		112,561.22	100,033.77 **100,033 77**	12,527 45 **12,527.45**	0 00 0 00
	4,617		04/07/10		137,303.88	179,279 50 **179,279 50**	(41,975.62) **(41,975 62)**	0 00 0 00
125000070	222	CHEVRON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/13/03	01/04/12	24,467.04	7,564.32 **7,564 32**	16,902 72 **16,902 72**	0 00 0.00
125000080	818	CISCO SYS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/10/08	01/04/12	15,329.51	14,043.83 **14,043.83**	1,285.68 **1,285.68**	0.00 0.00

2012 YEAR END SUMMARY

2012 Year End Summary

DENNIS M. JONES

Account Number 596-20525-19 681

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)
125000090	88	COCA-COLA CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/30/09	01/04/12	$ 6,128.20	$ 4,675.37 **$ 4,675.37**	$ 1,452 83 **$ 1,452 83**	$ 0 00 $ 0.00
125000100	1,390	CORNING INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/24/09	01/04/12	18,393.51	22,452.53 **22,452.53**	(4,059.02) **(4,059.02)**	0.00 0.00
125000110	36,085	CORNING INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/24/09	01/26/12	468,720.71	582,877 40 **582,877.40**	(114,156 69) **(114,156.69)**	0 00 0 00
125000120	104	DIAGEO PLC SPON ADR-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	02/25/10	01/04/12	9,181.82	6,710.04 **6,710.04**	2,471.78 **2,471.78**	0.00 0.00
125000130	556	WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/30/06	01/04/12	21,456.12	15,303 21 **15,303.21**	6,152.91 **6,152 91**	0.00 0.00
125000140	439	GILEAD SCIENCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/04/10	01/04/12	18,373.99	20,607.27 **20,607.27**	(2,233.28) **(2,233 28)**	0.00 0 00
125000150	32	GOLDMAN SACHS GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/10/08	01/04/12	3,026 18	2,455 37 **2,455.37**	570.81 **570 81**	0 00 0 00
125000160	787	HALLIBURTON CO HOLDINGS CO MorganStanley SmithBarney LLC acted as your agent in this transaction	10/18/06	01/04/12	27,592 63	22,837 24 **22,837.24**	4,755 39 **4,755.39**	0 00 0 00
125000170	535,000	HARRISON CNTY MISS RFDG-SER B AMBAC OID BE/ DD 8/17/05 DUE 04/01/2016 RATE 4.875	07/18/05	04/02/12	535,000 00	533,871 15 **535,000 00**	1,128 85 **0 00**	0 00 0.00

2012 YEAR END SUMMARY

Ref. 00004644 00035126

2012 Year End Summary

DENNIS M. JONES

Account Number 596-20525-19 681

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)
125000180	917	HEWLETT PACKARD CO	05/24/10	01/04/12	$ 24,503.59	$ 42,468.20	($ 17,964 61)	$ 0 00
		MorganStanley SmithBarney LLC				**$ 42,468.20**	**($ 17,964 61)**	$ 0 00
		acted as your agent						
		in this transaction.						
125000190	789	HOME DEPOT INC	11/20/02	01/04/12	33,684.13	18,992.57	14,691.56	0 00
		MorganStanley SmithBarney LLC				**18,992.57**	**14,691.56**	0 00
		acted as your agent						
		in this transaction.						
125000200	253	ILLINOIS TOOL WORKS INC	12/14/10	01/04/12	12,228.19	13,030.94	(802.75)	0.00
		MorganStanley SmithBarney LLC				**13,030.94**	**(802.75)**	0 00
		acted as your agent						
		in this transaction.						
125000210	1,971	INTEL CORP	05/21/01	01/04/12	49,080.89	58,615.37	(9,534.48)	0.00
		MorganStanley SmithBarney LLC				**58,615 37**	**(9,534.48)**	0.00
		acted as your agent						
		in this transaction.						
125000220	8,994	INTEL CORP	05/21/01	02/22/12	241,087.92	267,471 67	(26,383.75)	0 00
		MorganStanley SmithBarney LLC				**267,471.67**	**(26,383.75)**	0 00
	10,330	acted as your agent	01/13/03		276,899.96	180,846.85	96,053 11	0 00
		in this transaction.				**180,846.85**	**96,053 11**	0.00
	2,349		04/15/03		62,965.93	40,260.24	22,705.69	0 00
						40,260.24	**22,705.69**	0 00
125000230	114	ISHARES S&P U.S PREFERRED STK	08/25/08	01/04/12	4,118.97	4,122.88	(3.91)	0 00
		INDEX FD				**4,122 88**	**(3 91)**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000240	438	JPMORGAN CHASE & CO	01/13/03	01/04/12	15,312.57	12,641.41	2,671.16	0 00
		MorganStanley SmithBarney LLC				**12,641 41**	**2,671.16**	0 00
		acted as your agent						
		in this transaction						
125000260	384	METLIFE INC	06/28/07	01/04/12	12,246.36	24,942.95	(12,696 59)	0 00
		MorganStanley SmithBarney LLC				**24,942 95**	**(12,696 59)**	0 00
		acted as your agent						
		in this transaction.						
125000270	1,467	MICROSOFT CORP	02/15/01	01/04/12	39,861.58	43,047.28	(3,185.70)	0 00
		MorganStanley SmithBarney LLC				**43,047.28**	**(3,185 70)**	0 00
		acted as your agent						
		in this transaction.						

2012 YEAR END SUMMARY

2012 Year End Summary

DENNIS M. JONES
Account Number 596-20525-19 681

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)
125000280	248	NIKE INC CL B	03/29/06	01/04/12	$ 24,438.94	$ 10,581.43	$ 13,857.51	$ 0.00
		MorganStanley SmithBarney LLC				$ 10,581.43	$ 13,857 51	$ 0.00
		acted as your agent						
		in this transaction.						
125000290	281	PFIZER INC	10/21/05	01/04/12	6,118.15	5,863.21	254 94	0.00
		MorganStanley SmithBarney LLC				5,863.21	254 94	0.00
		acted as your agent						
		In this transaction.						
125000300	78	PHILIP MORRIS INTL INC	02/25/10	01/04/12	6,087.00	3,848.29	2,238.71	0 00
		MorganStanley SmithBarney LLC				3,848.29	2,238.71	0 00
		acted as your agent						
		in this transaction						
125000310	4,087	PHILIP MORRIS INTL INC	02/25/10	01/18/12	302,401.54	201,640.73	100,760.81	0 00
		MorganStanley SmithBarney LLC				201,640.73	100,760 81	0.00
		acted as your agent						
		in this transaction.						
125000320	138	PROCTER & GAMBLE CO	09/21/09	01/04/12	9,170.33	7,890.03	1,280.30	0 00
		MorganStanley SmithBarney LLC				7,890.03	1,280.30	0.00
		acted as your agent						
		in this transaction.						
125000330	120	STRYKER CORP	06/28/06	01/04/12	6,095 12	5,041 52	1,053 60	0 00
		MorganStanley SmithBarney LLC				5,041.52	1,053 60	0 00
		acted as your agent						
		in this transaction						
125000340	51	WAL-MART STORES INC	04/15/03	01/04/12	3,037 50	2,781.54	255.96	0.00
		MorganStanley SmithBarney LLC				2,781.54	255 96	0 00
		acted as your agent						
		in this transaction .						
125000350	372	WALGREEN CO NEW	08/21/07	01/04/12	12,254.93	16,843 71	(4,588 78)	0 00
		MorganStanley SmithBarney LLC				16,843 71	(4,588.78)	0 00
		acted as your agent						
		in this transaction						
125000360	14,328	WALGREEN CO NEW	08/21/07	02/08/12	474,445 41	648,754 65	(174,309.24)	0 00
		MorganStanley SmithBarney LLC				648,754 65	(174,309 24)	0 00
	600	acted as your agent	10/16/07		19,867.90	23,140.92	(3,273 02)	0 00
		in this transaction				23,140.92	(3,273 02)	0 00

2012 YEAR END SUMMARY

004646 CISYBXYA 021429 000000

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)
125000370	585	WELLPOINT INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/27/05	01/04/12	$ 39,806.20	$ 40,020.55 **$ 40,020.55**	($ 214.35) **($ 214.35)**	$ 0.00 $ 0 00
Total					**$ 3,685,912.07**	$ 4,212,197.77 **$ 4,213,326.62**	($ 526,285.70) **($ 527,414 55)**	$ 0 00 $ 0.00

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/31/12	INVESTMENT AND MGMT SERVICES FROM 01/11/12 TO 03/31/12	$ 1,707.95
210000300	03/30/12	INVESTMENT AND MGMT SERVICES FROM 03/15/12 TO 03/31/12	55.01
210000500	05/22/12	STOP PAYMENT CHECK 004986315 DATED 05/15/12	4,729.50
210000200	02/29/12	INVESTMENT AND MGMT SERVICES FROM 02/15/12 TO 03/31/12	$ 139 81
210000400	04/30/12	INVESTMENT AND MGMT SERVICES FROM 04/16/12 TO 06/30/12	300.56
Total			**$ 6,932.83**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	05/04/12	MORGAN STANLEY U S. GOVERNMENT MONEY MARKET TRUST TRANSFER TO MSSB		$ 1,898,245.86
220000300	01/04/12	FROM 596-20525-01 TO 596-20408-01 FR FOUND PM TO FOUND FMA TO COVER CHK #01765		300,000.00
220000500	01/20/12	INVESTMENT AND MGMT SERVICES FROM 01/01/12 TO 03/31/12		83,213.67
220000200	01/03/12	FROM 596-20525-01 TO 596-20408-01 FR FOUND PM TO FOUND FMA TO COVER CHK #1766		$ 600,000 00
220000400	01/11/12	FROM 596-20525-03 TO 596-20408-01 FR FOUND PM TO FOUND FMA		14,287 02
220000600	02/01/12	JOURNAL TO ACCOUNT 596-20408		29,159 50

2012 YEAR END SUMMARY

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FERRIS STATE UNIVERSITY 1201 S. STATE STREET BIG RAPIDS, MI 49307	NONE	501(C)3	CHARITABLE	10,000.
FOLDS OF HONOR SCHOLARSHIP FOUNDATION 5800 N PATRIOT DRIVE OWASSO, OK 74055	NONE	501(C)3	CHARITABLE	25,000.
FOREST PARK FOREVER 5595 GRAND DRIVE ST. LOUIS, MO 63112	NONE	501(C)3	CHARITABLE	30,000.
FOUNDATION FIGHTING BLINDNESS 11435 CRONHILL DRIVE OWINGS MILLS, MD 21117-2220	NONE	501(C)3	CHARITABLE	10,000.
GIRLS INC. 3801 NELSON DRIVE ST. LOUIS, MO 63121	NONE	501(C)3	CHARITABLE	25,000.
HANNIBAL UNIVERSITY SCHOLARSHIP FUND 2800 PALMYRA ROAD HANNIBAL, MO 63401-1999	NONE	501(C)3	CHARITABLE	10,000.
HIGH POINT UNIVERSITY SCHOLARSHIP FUND 833 MONTLIEU AVENUE HIGH POINT, NC 27262	NONE	501(C)3	CHARITABLE	25,000.
JUNGLE MASTER MINISTRIES P.O. BOX 29868 BELLINGHAM, WA 98228-1868	NONE	501(C)3	CHARITABLE	2,700.
JUNIOR ACHIEVEMENT 6363 NATURAL BRIDGE ST. LOUIS, MO 63121	NONE	501(C)3	CHARITABLE	50,000.
MANCHESTER UMC 129 WOODS MILL ROAD MANCHESTER, MO 63011	NONE	501(C)3	CHARITABLE	5,000.
Total from continuation sheets				1,712,700.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARINE CORPS LAW ENFORCEMENT P.O. BOX 37 MOUNTAIN LAKES, NJ 07046	NONE	501(C)3	CHARITABLE	35,000.
MARSHALL PARK FUND 1538 EAST VEST STREET MARSHALL, MO 65340	NONE	501(C)3	CHARITABLE	25,000.
MIDWEST MARINES FOUNDATION 1880 SCHLUERSBURG ROAD AUGUSTA, MO 63332	NONE	501(C)3	CHARITABLE	60,000.
OPERATION FOOD SEARCH 6282 OLIVE BLVD ST LOUIS, MO 63130	NONE	501(C)3	CHARITABLE	25,000.
PETER AND PAUL COMMUNITY SERVICES 1025 PARK AVENUE ST LOUIS, MO 63104-3720	NONE	501(C)3	CHARITABLE	1,200,000.
ST LOUIS POLICE ATHLETIC LEAGUE 1200 CLARK AVENUE ST. LOUIS, MO 63103	NONE	501(C)3	CHARITABLE	25,000.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST LOUIS, MO 63044	NONE	501(C)3	CHARITABLE	25,000.
ST. PATRICK'S CENTER 800 NORTH TUCKER BLVD. ST LOUIS, MO 63101	NONE	501(C)3	CHARITABLE	100,000.
USO USO WORLD HEADQUARTERS 2111 WILSON BLVD ARLINGTON, VA 22201	NONE	501(C)3	CHARITABLE	25,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
KKR & COMPANY LP K-1	17,648.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,648.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KKR & CO LP K-1	29,089.	0.	29,089.
MORGAN STANLEY 118358	23.	0.	23.
MORGAN STANLEY 118434	519,652.	0.	519,652.
MORGAN STANLEY 118434 TAX EXEMPT INTEREST	205,767.	0.	205,767.
MORGAN STANLEY 20408	4.	0.	4.
MORGAN STANLEY 20525 P/Y	3,025.	0.	3,025.
MORGAN STANLEY 20525 TAX EXEMPT INTEREST	238,826.	0.	238,826.
MORGAN STANLEY 20525 TAX EXEMPT INTEREST	167,599.	0.	167,599.
TOTAL TO FM 990-PF, PART I, LN 4	1,163,985.	0.	1,163,985.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS INCOME KKR K-1	<26.>	<26.>	
SWAP TRANSACTIONS KKR K-1	97.	97.	
ROYALTY INCOME KKR K-1	6.	6.	
TOTAL TO FORM 990-PF, PART I, LINE 11	77.	77.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,065.	6,065.		0.
TO FORM 990-PF, PG 1, LN 16B	6,065.	6,065.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	349,559.	349,559.		0.
TO FORM 990-PF, PG 1, LN 16C	349,559.	349,559.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID KKR K-1	4.	4.		0.
TO FORM 990-PF, PG 1, LN 18	4.	4.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KKR K-1 PORTFOLIO DEDUCTIONS 2%	1,376.	1,376.		0.
KKR K-1 DEDUCTIONS RELATED TO ROYALTY INCOME	534.	534.		0.
KKR K-1 QUALIFIED INTANGIBLE DRILLING COSTS	1,143.	1,143.		0.
KKR K-1 ALLOWABLE DEPLETION	128.	128.		0.
TO FORM 990-PF, PG 1, LN 23	3,181.	3,181.		0.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS-ATTACHED		X	5,435,145.	6,300,428.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,435,145.	6,300,428.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,435,145.	6,300,428.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SYNERGY HOLDING CORP.	650,000.	7,485.
CORPORATE STOCK - ATTACHED	27,062,757.	35,065,986.
CLOSED END FUNDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,712,757.	35,073,471.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-ATTACHED	507,330.	589,860.
TOTAL TO FORM 990-PF, PART II, LINE 10C	507,330.	589,860.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
QEF PREVIOUSLY TAXED INCOME	3,100.	0.	0.
DIVIDEND RECEIVABLE	0.	9,200.	9,200.
TO FORM 990-PF, PART II, LINE 15	3,100.	9,200.	9,200.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DENNIS M. JONES
1700 SOUTH WARSON ROAD
ST LOUIS, MO 63124

TELEPHONE NUMBER

314-889-1100

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST ON FIRM'S LETTERHEAD WITH EXPLANATION OF CHARITABLE ACTIVITY

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

501(C) QUALIFICATION OR PUBLIC CIVIC IMPROVEMENTS WITHIN THE U.S. OR POSSESSIONS