



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



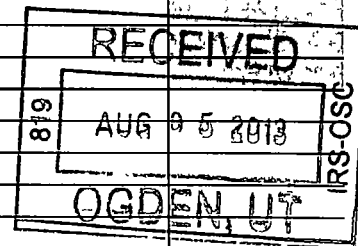
Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2012**Open to Public Inspection****For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation Eleanor O. Stuart and Mary C. Stuart Family Foundation		A Employer identification number 65-6368083
Number and street (or P.O. box number if mail is not delivered to street address) c/o John W Meyer, 1207 3rd St South	Room/suite 4	B Telephone number (see instructions) 239-261-9787
City or town, state, and ZIP code Naples, FL 34102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 968,861	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities	28,908	28,908		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,506			
	b Gross sales price for all assets on line 6a 369,393				
	7 Capital gain net income (from Part IV, line 2)		30,506		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	59,419	59,419			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,580	6,580		
	c Other professional fees (attach schedule)	13,082	13,082		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21	21		
	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	19,683	19,683		
	25 Contributions, gifts, grants paid	50,000			50,000
26 Total expenses and disbursements. Add lines 24 and 25	69,683	19,683		50,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(10,264)				
b Net investment income (if negative, enter -0-)		39,736			
c Adjusted net income (if negative, enter -0-)					



SCANNED AUG 21 2013

P
12

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	28,322	25,539	25,539
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	25,411	25,411	27,662
	b Investments—corporate stock (attach schedule)	568,353	573,176	709,843
	c Investments—corporate bonds (attach schedule)	100,608	115,608	131,492
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	99,823	70,823	74,206
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>income tax overpayment</u>)		119	119
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	822,517	810,676	968,861
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	889,117	889,117	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	(66,600)	(78,441)	
	30 Total net assets or fund balances (see instructions)	822,517	810,676	
	31 Total liabilities and net assets/fund balances (see instructions)	822,517	810,676	

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	822,517
2 Enter amount from Part I, line 27a	2	(10,264)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	812,243
5 Decreases not included in line 2 (itemize) ▶ <u>income tax</u>	5	1,577
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	810,676

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 ATTACHED SCHEDULE - Wells Fargo #7097-1007	P		
b SEE ATTACHED SCHEDULE - Wells Fargo #7097-1028	P		
c SEE ATTACHED SCHEDULES - Wells Fargo #7097-1048	P		
d SEE ATTACHED SCHEDULES - Wells Fargo #7097-1069	P		
e Capital gain distributions Acct #7097-1048			

(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 34,000		34,000	-0-
b 60,335		49,849	10,486
c 184,059		173,623	10,436
d 90,999		81,453	9,546
e			38

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			

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	30,506
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	

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.

(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	44,315	969,070	.045729
2010	49,640	895,707	.055420
2009	54,896	806,641	.068055
2008	59,888	998,534	.059976
2007	54,210	1,194,239	.045393

2 Total of line 1, column (d)	2	.274573
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	.054915
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	964,361
5 Multiply line 4 by line 3	5	52,958
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	397
7 Add lines 5 and 6	7	53,355
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	50,000

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 <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	795	
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	795	
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	795	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	119	
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	119	
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	676	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>	1b	X
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. <input type="checkbox"/> \$ <u>n/a</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>n/a</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>n/a</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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?	4b	n/a
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Florida		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► n/a	13	X	
14	The books are in care of ► John W Meyer, CPA Telephone no. ► 239-261-9787 Located at ► 1207 3rd St S, Ste 4, Naples, FL ZIP+4 ► 34102-7232			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	n/a
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? <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	n/a
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	n/a
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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	n/a
	Organizations relying on a current notice regarding disaster assistance check here	<input 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? N/A	<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	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?	<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	n/a

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Charles R Gehrke, P.O. Box 3362 Big Bear Lake, CA 92310	Trustee as needed	-0-	-0-	-0-
Robert Legutki, 116 Pebble Beach Blvd, Naples, FL 34113	Trustee as needed	-0-	-0-	-0-
John W Meyer, 1207 3rd St S, Ste 4 Naples, FL 34102	Trustee as needed	6,580	-0-	-0-

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

Total number of other employees paid over \$50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		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	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	NONE

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	944,993
b	Average of monthly cash balances	1b	34,054
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	979,047
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	979,047
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,686
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	964,361
6	Minimum investment return. Enter 5% of line 5	6	48,218

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	48,218
2a	Tax on investment income for 2012 from Part VI, line 5	2a	795
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	795
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,423
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	47,423
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	47,423

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	50,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,000

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				47,423
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			30,564	
b Total for prior years: 20____, 20____, 20____		-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: ► \$ _____				
a Applied to 2011, but not more than line 2a			30,564	
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				19,436
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-			
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 instructions			-0-	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				27,987
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	-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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE

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

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

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

John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102 239-261-9787

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

No requirement for applications other than meeting the requirements of item (d) below.

- c** Any submission deadlines:

None

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: Foundation restricted to making contributions to charitable organizations that train animals to assist the disabled.

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 Assistance Dog United Campaign 1221 Sebastopol Road Santa Rosa, CA 95407	N/A	Public	The contributions made to all six organizations listed are used to	7,000
b Delta Society, Natl Dog Service Center 580 Naches Ave SW, Ste 101 Reston, VA 98044-2297	N/A	Public	train animals to assist the disabled. The contribution to the	7,000
c Helping Hands 541 Cambridge Boston, MA 02134	N/A	Public	Humane Society of Collier Co is also used for the care of abandoned injured or homeless	7,000
d Pilot Dogs 625 West Town Street Columbus, OH 43124	N/A	Public	pets	7,000
e Canine Companions for Independence P.O. Box 445 Santa Rosa, CA 85402	N/A	Public		7,000
7 Humane Society of Collier Co 370 Airport Road South Naples, FL 34104	N/A	Public		15,000
Total			▶ 3a	50,000
b Approved for future payment				
Total			▶ 3b	NONE

Part XVI-A^a Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[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)		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.			

[illegible]

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

**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	8/1/13	Trustee
---------------------------------	--------	---------

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

**Paid
Preparer
Use Only**

Print/Type preparer's name John W Meyer	Preparer's signature 	Date 8/1/13	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01385966
Firm's name ▶ John W Meyer, CPA			Firm's EIN ▶ 59-1948649	
Firm's address ▶ 1207 3rd St S, Ste 4, Naples, FL 34102			Phone no 239-261-9787	

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor C and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part I - Line 3 - Interest on Savings & Temporary Investments

Wells Fargo Advisors #7097-1007	2
Wells Fargo Advisors #7097-1028	1
Wells Fargo Advisors #7097-1048	1
Wells Fargo Advisors #7097-1069	1
	<u>5</u>
	=====

FORM 990-PF - Part I - Line 4 - Dividends & Interest from Securities

Wells Fargo Advisors #7097-1007	11,752
Wells Fargo Advisors #7097-1028	5,493
Wells Fargo Advisors #7097-1048	6,551
Wells Fargo Advisors #7097-1069	5,112
	<u>28,908</u>
	=====

FORM 990-PF - Part I - Line 16c - Other Professional Fees

Investment account management fees (Wells Fargo)	<u>13,082</u>
	=====

FORM 990-PF - Part I - Line 18 - Taxes

Foreign taxes withheld on dividends	22
	=====

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1007

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>SALES</u> <u>PRICE</u>	<u>COST</u>	<u>GAIN</u> <u>(LOSS)</u>
29M Wachovia Bank CD 4.05%	4/16/07	4/23/12	29,000	29,000	-0-
5M Prudential Fincl 5.4%	2/26/07	9/17/12	5,000	5,000	-0-
			<u>34,000</u>	<u>34,000</u>	<u>-0-</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1028

DESCRIPTION	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>SALES</u> <u>PRICE</u>	<u>COST</u>	<u>GAIN</u> <u>(LOSS)</u>
165 Deckers Outdoor	12/2/08	3/6/12	112,390	2,918	9,472
40 Hawkins Inc	5/4/11	3/6/12	1,410	1,834	(424)
50 Hawkins Inc	5/4/11	3/7/12	1,739	2,293	(554)
24 Hawkins Inc	5/4/11	3/8/12	840	1,101	(261)
75 Amer Science & Engineering	10/4/11	6/5/12	3,645	4,675	(1,030)
111 Schnitzer Steel Indus	12/6/11	6/5/12	2,794	5,333	(2,539)
167 Jos A Bank Clothiers	7/1/08	7/5/12	11,642	4,757	6,885
98 MSC Industrial Direct	11/4/08	7/5/12	6,389	3,624	2,765
252 Knology Inc	7/5/12	7/18/12	4,977	4,965	12
52 Strayer Education	3/6/12	7/31/12	3,794	5,070	(1,276)
71 Coinstar Inc	7/5/12	9/5/12	3,626	5,011	(1,385)
14 Bally Technologies	3/16/11	11/6/12	689	490	199
66 Cortango Oil & Gas	2/3/09	12/4/12	2,691	3,045	(354)
117 USANA Health Sciences	6/5/12	12/28/12	3,709	4,733	(1,024)
			<u>60,335</u>	<u>49,849</u>	<u>10,486</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1048

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
31 ITT Educational Svcs	2/10&11/11	1/23/12	2,026	2,671	(645)
.661 Telephone & Data Systems	11/14/11	1/25/12	18	16	2
233 Discover Financial	5/23/11	1/30/12	6,224	5,715	509
44 Mosaic Co	8/8/11	1/30/12	2,434	2,559	(125)
90 Gilead Sciences	11/28/11	2/13/12	4,943	3,581	1,362
257 Hartford Fincl Svcs	4/11/11	2/13/12	5,185	7,000	(1,815)
43 Hartford DFincl Svcs	11/7/11	2/13/11	867	754	113
122 Unum Group	1/11/10	2/13/12	2,749	2,554	195
162 Unum Group	4/12/10	2/13/12	3,650	4,135	(485)
28 Unum Group	11/7/11	2/13/12	631	606	25
284 Brinker Intl	11/14/11	3/5/12	7,838	6,522	1,316
207 Chicago Bridge & Iron	9/27/10	3/5/12	9,349	4,962	4,387
206 Research In Motion	11/7/11	3/21/12	2,906	3,857	(951)
97 TRW Automotive	3/14/11	3/21/12	4,524	5,441	(917)
79 Ace Limited	9/6/11	4/23/12	5,907	4,830	1,077
23 Best Buy	11/7/11	4/30/12	507	612	(105)
51 Best Buy	1/28/09	4/30/12	1,124	1,551	(427)
53 Best Buy	2/2/09	4/30/12	1,168	1,463	(295)
1 Capital One Financial	11/7/11	4/30/12	56	46	10
77 Capital One Financial	2/7/11	4/30/12	4,276	3,829	447
59 Capital One Financial	2/28/11	4/30/12	3,277	2,933	344
128 Torchmark	12/29/08	4/30/12	6,225	3,538	2,687
115 American Fincl Gp	9/18/06	5/7/12	4,538	3,628	910
17 American Fincl Gp	8/18/08	5/7/12	671	481	190
168 American Fincl Gp	10/27/08	5/7/12	6,630	3,401	3,229
6 General Dynamics	11/7/11	5/15/12	397	379	18
65 General Dynamics	12/21/09	5/15/12	4,298	4,466	(168)
SUB-TOTALS			92,418	81,530	10,888

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1048

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUB-TOTALS			92,418	81,530	10,888
465 Ford Motor	3/21/12	6/11/12	4,770	5,748	(978)
65 Qualcomm	3/21/12	6/22/12	3,614	4,318	(704)
27 Helmerich & Payne	2/7/11	6/22/12	1,131	1,634	(503)
139 Smithfield Foods	10/25/10	6/25/12	2,901	2,313	588
99 Smithfield Foods	2/22/11	6/25/12	2,066	2,234	(168)
27 McDonalds	12/19/11	7/2/12	2,372	2,643	(271)
59 Duke Energy	11/21/11	7/9/12	3,855	3,525	330
196 LaSalle Hotels & Pptys	4/30/12	7/30/12	5,085	5,710	(625)
56 ConocoPhillips	11/21/11	8/8/12	3,191	2,941	250
3 Bunge	11/7/11	8/20/12	5,194	184	10
51 Bunge	11/15/10	8/20/12	3,297	3,099	198
37 Bunge	2/22/11	8/20/12	2,392	2,673	(281)
28 Lincoln National	11/7/11	8/20/12	665	529	136
198 Lincoln National	6/20/11	8/20/12	4,701	5,387	(686)
48 Marathon Oil	11/7/11	8/20/12	1,301	1,308	(7)
109 Marathon Oil	2/7/11	8/20/12	2,953	3,022	(69)
51 Marathon Oil	4/26/11	8/20/12	1,382	1,597	(215)
106 Dollar General	6/11/12	9/17/12	5,323	5,315	8
25 IBM	11/28/05	9/24/12	5,138	2,227	2,911
4 IBM	1/30/06	9/24/12	822	326	496
10 IBM	8/18/08	9/24/12	2,055	1,242	813
160 Mobile Telesystems	6/22/12	9/24/12	2,868	2,681	187
3 Helmerich & Payne	11/7/11	10/31/12	146	162	(16)
15 Helmerich & Payne	2/7/11	10/31/12	728	908	(180)
46 Helmerich & Payne	3/14/11	10/31/12	2,233	2,850	(617)
SUB-TOTALS			157,601	146,106	11,495

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1048

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>SALES</u> <u>PRICE</u>	<u>COST</u>	<u>GAIN</u> <u>(LOSS)</u>
SUB-TOTALS			157,601	146,106	11,495
421 Morgan Stanley	4/30/12	11/5/12	7,407	7,193	214
77 Wabco Holdings	1/18/11	11/12/12	4,477	4,716	(239)
220 Telephone & Data Systems	11/14/11	11/19/12	4,992	5,211	(219)
99 Royal Bank of Canada	4/23/12	12/4/12	5,826	5,612	214
68 Bed Bath & Beyond	4/30/12	12/26/12	3,756	4,785	(1,029)
			<u>184,059</u>	<u>173,623</u>	<u>10,436</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
32 Tenet Healthcare	various	1/6/12	154	179	(25)
10 Meadwestvaco	1/5/06	1/9/12	294	279	15
9 Lennar Corp	1/12/09	1/10/12	186	76	110
26 Tenet Healthcare	12/5/07	1/10/12	131	140	(9)
7 Honeywell Intl	1/5/06	1/18/12	406	260	146
6 Lennar Corp	1/09	1/18/12	138	49	89
6 CA Inc	4/27/09	1/23/12	135	108	27
192 Sprint Nextel	various	1/27/12	415	907	(492)
14 Hologic	various	1/31/12	283	369	(86)
917 Sprint Nextel	various	1/31/12	1,948	3,378	(1,430)
4 Kimberly Clark	6/14/06	2/6/12	290	243	47
11 Terex Corp	6/7/10	2/9/12	255	222	33
6 Andarko Petroleum	7/16/10	2/10/12	523	288	235
9 Lennar Corp	1/15/09	2/16/12	208	71	137
8 Home Depot	3/26/08	2/21/12	379	226	153
5 Andarko Petroleum	7/16/10	2/23/12	434	240	194
30 Alcoa	10/09	3/2/12	307	426	(119)
7 Gap Inc	various	3/2/12	171	129	42
23 Alcoa	10/09	3/5/12	227	317	(90)
5 Andarko Petroleum	7/16/10	3/9/12	432	240	192
48 Alcoa	various	3/14/12	492	624	(132)
8 Kraft Foods	various	3/16/12	307	252	55
6 Andarko Petroleum	7/10	3/21/12	486	295	191
11 Andarko Petroleum	various	3/22/12	862	651	211
6 Energizer Holdings	4/11	3/30/12	448	436	12
Sub-Totals			9,911	10,405	(494)

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUB-TOTALS			9,911	10,405	(494)
5 American Electric Power	1/5/06	4/2/12	194	185	9
5 Kimberly Clark	various	4/19/12	378	318	60
15 Meadwestvaco	1/5/06	4/26/12	473	419	54
96 Tenet Healthcare	12/5/07	4/27/12	496	516	(20)
.091 Acco Brands	various	5/1/12	1	1	-0-
7 Lennar Corp	1/09	5/3/12	203	55	148
118 Tenet Healthcare	various	5/4/12	594	616	(22)
123 Tenet Healthcare	11/7/08	5/10/12	642	280	362
7 Gap Inc	1/24/08	5/11/12	197	128	69
15 JPMorgan Chase	1/5/06	5/11/12	561	595	(34)
14 Comcast	1/5/06	5/15/12	407	246	161
25 Alcoa	various	5/21/12	212	339	(127)
16 Alcoa	various	5/22/12	136	234	(98)
32 Dell	various	5/23/12	395	644	(249)
117 Tenet Healthcare	various	5/24/12	545	538	7
23 Acco Brands	various	5/29/12	219	212	7
28 Alcoa	various	5/29/12	246	372	(126)
7 Kimberly Clark	9/5/06	5/29/12	558	450	108
22 Symantec	4/23/10	5/29/12	332	378	(46)
5 Kraft Foods	10/5/04	5/31/12	192	158	34
75 Alcoa	various	6/1/12	631	989	(358)
17 Symantec	4/23/10	6/6/12	250	292	(42)
92 Alcoa	various	6/8/12	778	1,368	(590)
8 Kimberly Clark	9/5/06	6/14/12	657	515	142
5 Kimberly Clark	9/5/06	6/19/12	416	322	94
8 Symantec	4/23/10	6/20/12	120	137	(17)
Sub-Totals			19,744	20,712	(968)

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>SALES PRICE</u>	<u>COST</u>	<u>GAIN (LOSS)</u>
SUB-TOTALS			19,744	20,712	(968)
3 Honeywell Intl	1/5/06	6/22/12	167	112	55
21 Symantec	4/10	6/22/12	305	360	(55)
40 Weatherford Intl	8/12/11	6/22/12	480	691	(211)
5 Kimberly Clark	9/27/06	6/25/12	405	326	79
4 Kimberly Clark	9/27/06	6/26/12	327	261	66
9 Lennar Corp	various	6/27/12	257	67	190
9 CBS Corp	5/10/10	7/2/12	294	139	155
18 Weatherford Intl	8/11	7/2/12	226	309	(83)
1 Kimberly Clark	1/26/07	7/5/12	84	68	16
42 Weatherford Intl	various	7/5/12	544	705	(161)
3 Kimberly Clark	1/26/07	7/12/12	253	205	48
26 Weatherford Intl	9/11	7/18/12	332	424	(92)
155 Symantec	various	7/25/12	2,293	2,517	(224)
27 Weatherford Intl	various	7/25/12	316	411	(95)
18 Dell	2/29/08	7/30/12	214	364	(150)
7 Kimberly Clark	various	8/1/12	610	497	113
7 Gap Inc	1/24/08	8/2/12	229	128	101
186 Yahoo	various	8/13/12	2,793	2,992	(199)
7 Home Depot	3/26/08	8/14/12	384	197	187
7 Travelers Corp	1/5/06	8/23/12	454	329	125
7 Intel	9/08	8/27/12	174	132	42
5 Gap	1/24/08	9/4/12	178	91	87
6 TE Connectivity	9/14/07	9/4/12	209	201	8
7 CBS Corp	5/10/10	9/6/12	256	108	148
54 Dell	various	9/10/12	575	1,076	(501)
5 CBS Corp	5/10/10	9/13/12	180	77	103
SUB-TOTALS			32,283	33,499	(1,216)

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>SALES PRICE</u>	<u>COST</u>	<u>GAIN (LOSS)</u>
SUB-TOTALS			32,283	33,499	(1,216)
5 Lennar Corp	2/20/09	9/17/12	180	28	152
6 CBS Corp	5/10/10	9/18/12	221	93	128
16 CBS Corp	5/10	9/24/12	595	247	348
8 Kimberly-Clark	1/28/08	9/24/12	682	511	171
3 Lennar Corp	various	9/24/12	111	21	90
3 Kimberly-Clark	various	9/25/12	258	184	74
3 Tyco International	various	9/25/12	165	150	15
6 Intel	9/25/08	10/1/12	138	113	25
.353 Pentiar	various	10/2/12	15	11	4
.333 Kraft Foods Group	various	10/2/12	15	11	4
25 Dell	various	10/4/12	237	526	(289)
5 ADT Corp	various	10/4/12	195	182	13
3 Kimberly Clark	7/15/08	10/8/12	260	168	92
4 Mylan Inc	8/22/11	10/10/12	96	71	25
10 Gap	various	10/17/12	368	183	185
23 Dell	9/17/08	10/17/12	226	379	(153)
8 Citigroup	11/21/11	10/17/12	304	201	103
8 ADT Corp	11/5/07	10/23/12	304	214	90
5 Kimberly Clark	7/15/08	10/25/12	414	281	133
6 CBS Corp	5/18/10	10/31/12	195	91	104
6 Kimberly Clark	7/15/08	10/31/12	500	337	163
6 Home Depot	3/26/08	11/2/12	376	169	207
10 Lennar Corp	5/29/09	11/6/12	389	92	297
10 Intel	9/25/08	11/6/12	218	188	30
7 Home Depot	various	11/6/12	439	197	242
SUB-TOTALS			39,184	38,147	1,037

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUB-TOTALS			39,184	38,147	1,037
6 CBS Corp	5/18/10	11/8/12	208	91	117
5 Lennar Corp	5/29/09	11/13/12	182	46	136
4 Home Depot	6/5/08	11/13/12	254	112	142
20 CBS Corp	5/18/10	11/14/12	681	303	378
4 CBS Corp	5/18/10	11/15/12	134	61	73
18 Intel	9/25/08	11/19/12	364	338	26
4 CBS Corp	various	11/19/12	137	57	80
5 Home Depot	various	11/26/12	323	133	190
10 CBS Corp	5/25/10	11/26/12	355	136	219
8 CBS Corp	various	11/28/12	281	108	173
10 CBS Corp	6/29/10	11/29/12	355	134	221
11 CBS Corp	various	11/30/12	393	258	135
12 Dell	various	12/3/12	122	153	(31)
6 Cliffs Natural Resources	10/21/11	12/3/12	116	239	(123)
10 Cliffs Natural Resources	10/21/11	12/4/12	295	596	(301)
7 Cliffs Natural Resources	10/21/11	12/10/12	217	418	(201)
6 Cliffs Natural Resources	10/21/11	12/12/12	193	358	(165)
9 Cliffs Natural Resources	various	12/13/12	293	555	(262)
12 Cliffs Natural Resources	various	12/14/12	406	647	(241)
11 Cliffs Natural Resources	various	12/18/12	387	438	(51)
23 CA Inc	various	12/20/12	520	402	118
9 ADT Corp	various	12/21/12	401	237	164
62 AES Corp	various	12/21/12	675	785	(110)
28 AT&T	various	12/21/12	941	690	251
24 American Electric Power	1/5/06	12/21/12	1,044	889	155
21 American Express	various	12/21/12	1,204	1,156	48
SUB-TOTALS			49,665	47,487	2,178

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>SALES PRICE</u>	<u>COST</u>	<u>GAIN (LOSS)</u>
SUB-TOTALS			49,665	47,487	2,178
16 Ameriprise Financial	various	12/21/12	1,001	417	584
36 Applied Materials	8/1/12	12/21/12	411	390	21
24 Baker Hughes	various	12/21/12	981	856	125
9 CIGNA	8/1/12	12/21/12	485	365	120
19 CA Inc	various	12/21/12	423	332	91
18 Chevron	various	12/21/12	1,967	1,194	773
51 Cisco Systems	7/19/11	12/21/12	1,016	796	220
25 Citigroup	11/21/11	12/21/12	987	628	359
42 Comcast	various	12/21/12	1,567	974	593
56 Dana Holdings	various	12/21/12	852	986	(134)
29 Dell	various	12/12/12	299	301	(2)
11 Devon Energy	various	12/21/12	591	618	(27)
10 Energizer Hldgs	various	12/21/12	801	716	85
30 Gap Inc	various	12/21/12	940	552	388
68 General Electric	various	12/21/12	1,419	2,769	(1,350)
48 Hologic	various	12/21/12	982	1,121	(139)
24 Home Depot	various	12/21/12	1,469	522	947
18 Honeywell Inc	1/5/06	12/21/12	1,155	670	485
40 Intel	various	12/21/12	827	718	109
33 JPMorgan Chase	1/5/06	12/21/12	1,457	1,310	147
11 Johnson & Johnson	2/28/11	12/21/12	775	674	101
12 Kraft Foods	various	12/21/12	549	389	160
10 Lam Research	1/30/12	12/21/12	363	427	(64)
28 Lennar Corp	various	12/21/12	1,070	248	822
15 Meadwestvaco	1/5/06	12/21/12	472	373	99
SUB-TOTALS			72,524	65,833	6,691

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P Stuart and Mary C Stuart Family Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Part IV - Line 4 - Capital Gains and Losses - Wells Fargo #7097-1069

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SUB-TOTALS			72,524	65,833	6,691
10 Medtronic	12/30/11	12/21/12	422	386	36
28 Mondelez Intl	various	12/21/12	720	566	154
31 Mylan Labs	8/22/11	12/21/12	861	553	308
11 Pepsico	3/22/12	12/21/12	766	720	46
71 Pfizer	various	12/21/12	1,788	1,943	(155)
29 SLM Corp	11/8/12	12/21/12	487	493	(6)
9 Sealed Air Corp	12/17/12	12/21/12	155	147	8
28 State Street Corp	various	12/21/12	1,283	1,212	71
36 Terex Corp	various	12/21/12	950	748	202
49 Textron	various	12/21/12	1,202	926	276
9 Thermo Fisher Scientific	10/3/11	12/21/12	575	450	125
15 Time Warner	1/5/06	12/21/12	715	561	154
20 Travelers	1/5/06	12/21/12	1,465	939	526
25 Valero Energy	various	12/21/12	855	747	108
13 Western Digital	8/26/12	12/21/12	541	379	162
23 Ensco PLC	various	12/21/12	1,369	1,099	270
20 Nabors Indus	3/31/11	12/21/12	293	607	(314)
8 Pentair	various	12/21/12	386	271	115
25 TE Connectivity	various	12/21/12	930	880	50
22 Tyco Intl	various	12/21/12	645	524	121
22 Kraft Foods Group	various	12/24/12	1,005	706	299
13 Kraft Foods Group	various	12/27/12	574	442	132
11 Kraft Foods Group	various	12/31/12	488	321	167
			<u>90,999</u>	<u>81,453</u>	<u>9,546</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mart C Stuart Family Foundation

ADDRESS c/o John W Meyer, CPA, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Part: II - Balance Sheet

	Column (a) <u>12/31/11</u> <u>Book Value</u>	Column (b) <u>12/31/12</u> <u>Book Value</u>	Column (c) <u>12/31/12</u> <u>Fair Mkt Value</u>
<u>Line 10a - State Government Obligations</u>			
Illinois State, 5.827%, 4/1/21 - 15M	<u>25,411</u>	<u>25,411</u>	<u>27,662</u>
<u>Line 10c - Corporate Bonds</u>			
General Electric Cap 4.6%, 6/15/16 - 24M	24,000	24,000	26,004
General Electric Cap 4.4%, 5/15/18 - 29M	29,000	29,000	31,375
Goldman Sachs Gp, 5.625%, 1/15/17 - 23M	20,805	20,805	25,217
Goldman Sachs Gp, 4.15%, 5/15/20 - 20M	-0-	20,000	20,672
Prudential Fincl, 4.75%, 6/13/15 - 26M	21,803	21,803	28,224
Prudential Fincl, 5.4%, 3/15/14 - 5M	<u>5,000</u>	<u>-0-</u>	<u>-0-</u>
	<u>100,608</u>	<u>115,608</u>	<u>131,492</u>
<u>Line 13 - Investments - Other (CDs & Pfds)</u>			
Capital One Bank CD, 5%, 11/28/13 - 48M	48,000	48,000	51,165
Wachovia Bank CD, 4.05%, 4/23/12 - 29M	29,000	-0-	-0-
FPL Group pfd, 5.875%, 3/15/44 - 500	12,832	12,832	12,770
JPM Trust pfd, 6.7%, 4/2/40 - 402	<u>9,991</u>	<u>9,991</u>	<u>10,271</u>
	<u>99,823</u>	<u>70,823</u>	<u>74,206</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mary C Stuart Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock

	Column (a) <u>1/1/12</u> <u>Book Value</u>	Column (b) <u>12/31/12</u> <u>Book Value</u>	Column (c) <u>12/31/12</u> <u>Fair Mkt Value</u>
WELLS FARGO ACCT #7097-1007			
Realty Income Corp	-0-	24,553	22,719
Totals - Acct #7097-1107	-0-	24,553	22,719
WELLS FARGO ACCT #7097-1028			
Allegiant Travel	3,908	3,908	6,461
Amer Science & Engineering	4,675	-0-	-0-
Aptargroup	2,444	2,444	8,112
Bally Technologies	490	-0-	-0-
Buckeye Technologies	-0-	5,093	4,192
Cal-Maine Foods	-0-	5,126	4,585
Caseys General Store	2,210	2,210	2,655
Clarcor	2,430	2,430	7,167
Contango Oil & Gas	3,045	-0-	-0-
Copa Holdings	5,012	5,012	13,326
Deckers Outdoor	2,918	4,741	4,591
Donaldson Co	2,496	2,496	9,195
Dril-Quip	508	508	511
El Paso Electric	3,392	3,392	3,191
Graco Inc	4,024	4,024	5,252
Graham Corp	2,571	2,571	3,296
Gulfport Energy	-0-	4,997	5,809
Hawkins Inc	5,228	-0-	-0-
Idacorp	2,289	2,289	3,425
J2 Global	2,595	2,595	3,733
Jos A Bank Clothiers	4,757	-0-	-0-
Lancaster Colony	2,491	2,491	2,975
Littlefuse Inc	5,399	5,399	7,097
Loral Space & Comm	4,356		3,498
Maximus Inc	2,750	2,750	5,690
Mednax Inc	3,657	3,657	7,236
Meredith Corp	3,270	3,270	4,203
MSC Industrial Direct	3,624	-0-	-0-
Neustar Inc	2,532	2,532	4,445
Newmarket Corp	855	855	1,573
Nordson	3,324	3,324	8,963
Northwestern Corp	-0-	4,989	4,723
Plantronics	5,506	5,506	5,457
Roper Inds	3,492	3,492	15,607
Schweitzer-Mauduit	3,393	3,393	4,762
Sub-Totals - /#7097-1028	99,641	98,101	161,730
Sub-Totals - All Accounts	99,641	122,654	184,449

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mary C Stuart Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock

	Column (a) <u>1/1/12</u> Book Value	Column (b) <u>12/31/12</u> Book Value	Column (c) <u>12/31/12</u> Fair Mkt Value
Sub-Totals - All Accounts	<u>99,641</u>	<u>122,654</u>	<u>184,449</u>
Sub-Totals - #7097-1028	99,641	98,101	161,730
Schnitzer Steel Indus	5,333	-0-	-0-
Silicon Laboratories	3,516	3,515	3,553
So Jersey Industries	2,820	2,820	3,624
Sturm Ruger	-0-	4,949	4,495
Syntel	1,145	1,075	1,662
The Buckle	4,315	4,315	7,142
Valueclick	-0-	4,756	5,415
Wabtec	1,251	1,251	4,289
WD-40 Company	486	486	565
Wolverine Worldwide	<u>3,674</u>	<u>3,674</u>	<u>5,041</u>
Totals - Account #7097-1028	<u>122,181</u>	<u>124,942</u>	<u>197,516</u>
Totals - All Accounts	<u>122,181</u>	<u>149,495</u>	<u>220,235</u>
WELLS FARGO ACCT #7097-1048			
Ace Ltd	4,830	-0-	-0-
AES Corp	3,616	3,616	3,157
Aetna	4,189	4,189	4,909
AFLAC	-0-	3,810	4,781
Allstate	-0-	5,673	5,985
Ameren	4,529	4,529	4,362
American Financial Group	7,511	-0-	-0-
American Intl Group	-0-	5,637	5,966
Amgen	-0-	4,099	5,172
Apple	4,966	4,966	6,918
Arrow Electronics	3,413	3,413	4,227
AT&T	6,385	6,385	7,484
Best Buy	3,626	-0-	-0-
Brinker Intl	6,522	-0-	-0-
Bunge	5,955	-0-	-0-
Capital One Financial	6,807	-0-	-0-
CF Industries	-0-	2,613	3,047
Chevron	7,299	7,299	10,165
Chicago Bridge & Iron	4,962	-0-	-0-
CIGNA	3,447	3,447	4,811
Cisco Systems	4,712	4,712	4,853
Comcast	-0-	2,718	3,923
ConocoPhillips	3,816	-0-	-0-
Costco Wholesale	<u>-0-</u>	<u>5,358</u>	<u>5,825</u>
Sub-Totals - #7097-1048	<u>86,585</u>	<u>72,464</u>	<u>85,585</u>
Sub-Totals - All Accounts	<u>208,766</u>	<u>221,959</u>	<u>305,820</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mary C Stuart Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock

	<u>Column (a)</u> <u>1/1/12</u> <u>Book Value</u>	<u>Column (b)</u> <u>12/31/12</u> <u>Book Value</u>	<u>Column (c)</u> <u>12/31/12</u> <u>Fair Mkt Value</u>
Sub-Totals - All Accounts	208,766	221,959	305,820
Sub-Totals - \$7097-1048	86,585	72,464	85,585
CSX Corp	3,676	3,676	3,512
Discover Financial	5,714	-0-	-0-
Duke Energy	3,525	-0-	-0-
Eli Lilly	5,893	5,893	7,694
Entergy	2,755	2,755	2,550
Equity Residential	-0-	5,379	5,157
Exxon Mobil	3,139	3,139	3,376
Ford Motor	-0-	4,916	5,102
General Dynamics	4,845	-0-	-0-
Gilead Sciences	3,581	-0-	-0-
Goldman Sachs Group	-0-	7,028	7,271
Hartford Financial Services	7,753	-0-	-0-
Helmrich & Payne	5,553	-0-	-0-
Hollyfrontier	-0-	2,374	2,886
Home Depot	5,011	5,011	8,288
Humana	4,998	4,998	4,804
Intel	2,472	2,472	2,495
IBM	3,794	-0-	-0-
ITT Educational Services	2,671	-0-	-0-
JPMorgan Chase	-0-	8,265	9,497
Kroger Co	4,524	4,524	5,568
Lincoln National	5,915	-0-	-0-
Lululemon Athletica	-0-	5,879	5,793
Marathon Oil	5,927	-0-	-0-
McDonalds	2,643	-0-	-0-
Microsoft	-0-	4,022	3,526
Mosaic	2,559	-0-	-0-
Nextera Energy	-0-	2,744	2,768
Northrop Grumman	-0-	5,334	6,015
Patterson-UTI Energy	7,648	7,648	4,769
Phillips 66	-0-	874	1,487
Raytheon	-0-	5,901	6,504
Reinsurance Gp of America	8,010	8,010	6,904
Research in Motion	3,857	-0-	-0-
RLJ Lodging Trust	-0-	8,245	8,755
Simon Property Group	-0-	6,833	7,905
Smithfield Foods	4,547	-0-	-0-
Sub-Totals - #7097-1048	197,595	188,384	208,211
Sub-Totals - All Accounts	319,776	337,879	428,446

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mary C Stuart Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock

	Column (a) <u>1/1/12</u> Book Value	Column (b) <u>12/31/12</u> Book Value	Column (c) <u>12/31/12</u> Fair Mkt Value
Sub-Totals - All Accounts	<u>319,776</u>	<u>337,879</u>	<u>428,446</u>
Sub-Totals - #7097-1048	197,595	188,384	208,211
Suncor Energy	-0-	3,348	3,430
Suntrust Banks	-0-	4,942	5,245
Tel & Data Systems	5,227	-0-	-0-
Timken Co	5,005	5,005	4,544
TJX Companies	-0-	7,047	8,023
Torchmark	3,538	-0-	-0-
Travelers Cos	-0-	7,014	7,972
TRW Automotive	5,441	-0-	-0-
Unitedhealth Group	5,819	5,819	9,655
Unum Group	7,296	-0-	-0-
U.S. Bancorp	-0-	6,614	6,644
Valero Energy	-0-	5,640	6,551
Verizon Communications	-0-	2,876	2,726
Wabco Holdings	4,716	-0-	-0-
Wal-Mart Stores	5,263	5,263	6,277
Wellpoint	6,190	6,190	5,909
Western Digital	-0-	5,518	5,821
Totals - Acct #7097-1048	<u>246,090</u>	<u>253,660</u>	<u>281,008</u>
Totals - All Accounts	<u>368,271</u>	<u>403,155</u>	<u>501,243</u>
<u>WELLS FARGO #7097-1069</u>			
ADT Corp	-0-	2,119	2,882
AES Corp	3,154	3,259	2,953
Alcoa	4,669	-0-	-0-
American Electric Power	4,926	4,154	4,396
American Express	4,575	4,004	5,576
Ameriprise Financial	3,854	3,682	5,699
Andarko Petroleum	1,715	-0-	-0-
Applied Materials	-0-	1,828	1,842
AT&T	4,302	3,835	4,585
Baker Hughes	3,997	5,152	4,575
CA Inc	2,227	2,019	2,088
CBS Corp	1,698	-0-	-0-
Chevron	5,829	4,635	7,029
CIGNA	-0-	1,725	2,138
Cisco Systems	3,374	3,997	4,618
Citigroup	1,590	5,204	6,527
Sub-Totals - #7097-1069	<u>45,910</u>	<u>45,613</u>	<u>54,908</u>
Sub-Totals - All Accounts	<u>414,181</u>	<u>448,768</u>	<u>556,151</u>

ATTACHED SCHEDULE

INCOME TAX RETURN YEAR ENDED 12/31/12

TAX PAYER IDENTIFICATION # 65-6368083

NAME Eleanor P and Mary C Stuart Foundation

ADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102

FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock

	Column (a) <u>12/31/12</u> Book Value	Column (b) <u>12/31/12</u> Book Value	Column (c) <u>12/31/12</u> Fair Mkt Value
Sub-Totals - All Accounts	<u>414,181</u>	<u>448,768</u>	<u>556,151</u>
Sub-Totals - #7097-1069	45,910	45,613	54,908
Cliffs Natural Resources	2,093	-0-	-0-
Comcast	5,499	4,537	7,584
Dana Holdings	3,286	3,870	3,996
Dell	6,041	3,033	2,069
Devon Energy	4,215	3,597	2,810
Energizer Holdings	3,921	3,339	3,759
Ensco PLC	5,556	4,458	5,809
Gap Inc	3,212	2,287	4,221
General Electric	8,172	6,702	6,717
Hologic	4,664	3,710	4,362
Home Depot	4,253	3,285	7,298
Honeywell Intl	4,754	3,900	6,157
Intel	4,518	3,368	3,691
Johnson & Johnson	3,065	3,001	3,435
JPMorgan Chase	7,220	6,778	7,387
Kimberly Clark	4,687	-0-	-0-
Kraft Foods	5,732	-0-	-0-
Lam Research	-0-	2,323	2,059
Lennar Corp	2,575	1,823	5,646
Meadwestvaco	2,638	1,720	2,167
Medtronic	1,081	3,302	3,446
Mondelez Intl	-0-	2,889	3,742
Mylan Inc	2,942	2,549	3,733
Nabors Industries	4,342	3,735	1,879
Pentair Ltd	-0-	1,481	1,868
Pepsico	-0-	4,064	4,106
Pfizer	9,135	7,193	7,850
Sealed Air Corp	-0-	1,758	1,804
SLM Corp	-0-	2,058	2,090
Sprint-Nextel	4,284	-0-	-0-
State Street Corp	4,850	5,679	6,534
Symantec	3,066	-0-	-0-
TE Connectivity	4,114	3,033	4,788
Tenet Healthcare	2,269	-0-	-0-
Terex Corp	4,447	3,951	4,807
Textron	5,588	5,242	6,123
Sub-Totals - #7097-1069	<u>178,129</u>	<u>154,278</u>	<u>186,845</u>
Sub-Totals - All Accounts	<u>546,400</u>	<u>557,433</u>	<u>688,088</u>

ATTACHED SCHEDULEINCOME TAX RETURN YEAR ENDED 12/31/12TAX PAYER IDENTIFICATION # 65-6368083NAME Eleanor P and Mary C Stuart FoundationADDRESS c/o John W Meyer, 1207 3rd St S, Ste 4, Naples, FL 34102**FORM 990-PF - Page 2 - Balance Sheet - Line 10c - Corporate Stock**

	<u>Column (a)</u> <u>1/1/12</u> <u>Book Value</u>	<u>Column (b)</u> <u>12/31/12</u> <u>Book Value</u>	<u>Column (c)</u> <u>12/31/12</u> <u>Fair Mkt Value</u>
Sub-Totals - All Accounts	<u>546,400</u>	<u>557,433</u>	<u>688,088</u>
Sub-Totals - #7097-1069	178,129	154,278	186,845
Thermo Fisher Scientific	1,837	1,951	2,488
Time Warner	3,280	2,719	3,157
Travelers	5,308	4,040	6,320
Tyco Intl	4,336	2,200	3,071
Valero Energy	2,911	2,330	3,787
Weatherwood Intl	2,327	-0-	-0-
Western Digital	-0-	2,503	2,932
Yahoo Inc	<u>1,954</u>	<u>-0-</u>	<u>-0-</u>
Totals - Account #7097-1069	<u>200,082</u>	<u>170,021</u>	<u>208,600</u>
Totals - All Accounts	<u>568,353</u>	<u>573,176</u>	<u>709,843</u>