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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

ENVELOPE
POSTMARK DATE
MAY 15 2013

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation D AND E STEWART FOUNDATION		A Employer identification number 87-6160658
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Phoenix AZ 85072-3456		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"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,605,589	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,431	43,431		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	3,092			
	b Gross sales price for all assets on line 6a	241,413			
	7 Capital gain net income (from Part IV, line 2)		3,092		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	46,523	46,523	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,197	3,658		9,539
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	629	80		
	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.	13,826	3,738	0	9,539
Add lines 13 through 23					
25 Contributions, gifts, grants paid	124,971			124,971	
26 Total expenses and disbursements Add lines 24 and 25	138,797	3,738	0	134,510	
27 Subtract line 26 from line 12	-92,274				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		42,785			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

HTA

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 (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	6,838	91,622	91,622
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,467,719	1,291,460	1,513,969	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,474,557	1,383,082	1,605,591	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,474,557	1,383,082	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,474,557	1,383,082	
	31	Total liabilities and net assets/fund balances (see instructions)	1,474,557	1,383,082	

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	1,474,557
2	Enter amount from Part I, line 27a	2	-92,274
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	925
4	Add lines 1, 2, and 3	4	1,383,208
5	Decreases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME SUBTRACTION	5	126
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,383,082

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 Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	3,092
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part**1 Enter the appropriate amount in each column for each year, see the instructions before making any entries**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	35,932	1,578,130	0.022769
2010	91,715	1,544,182	0.059394
2009	71,430	1,469,751	0.048600
2008	57,732	1,716,390	0.033636
2007	53,255	1,466,804	0.036307

- | | | |
|--|----------|-----------|
| 2 Total of line 1, column (d) | 2 | 0 200706 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 040141 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,640,557 |
| 5 Multiply line 4 by line 3 | 5 | 65,854 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 428 |
| 7 Add lines 5 and 6 | 7 | 66,282 |
| 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 | 134,510 |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 864

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

7 864

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 436

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

436

Refunded

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c X

c Did the foundation file Form 1120-POL for this year?

2 X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

3 X

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

4a X

4b N/A

5 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

6 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

7 X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

8b X

b If "Yes," has it filed a tax return on Form 990-T for this year?

9 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

10 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?

11 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

12 X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

UT

13 X

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*

14 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*

15 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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 ► WELLS FARGO BANK N A Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ	Telephone no ► 888-730-4933	ZIP+4 ► 85072-3456
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
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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(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
1b	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 ►	1b	X
1c	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? <i>If "Yes" to 6b, file Form 8870</i>		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		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
See Attached Statement	00	0		
-----	00	0		
-----	00	0		
-----	00	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
NONE				

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

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

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

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

Total number of others receiving over \$50,000 for professional services

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 NONE	
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	NONE	
2		
3	All other program-related investments See instructions	
3	NONE	
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	1,520,953
b	Average of monthly cash balances	1b	144,587
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,665,540
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	1,665,540
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	24,983
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,640,557
6	Minimum investment return Enter 5% of line 5	6	82,028

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	82,028
2a	Tax on investment income for 2012 from Part VI, line 5	2a	428
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	428
3	Distributable amount before adjustments Subtract line 2c from line 1	3	81,600
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	81,600
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	81,600

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes	1a	134,510
a	Expenses contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	134,510
b	Cash distribution test (attach the required schedule)	5	428
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	134,082
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)		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	124,971
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		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)			0	46,523	0
13 Total Add line 12, columns (b), (d), and (e)				13	46,523
(See worksheet in line 13 instructions to verify calculations)					

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	Not Applicable

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	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations		
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		

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 _____ 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

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

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed
	JOSEPH J CASTRIANO		4/15/2013	P01251603
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no 412-355-6000		

Statement A

D AND E STEWART FOUNDATION

EIN: 87-6160658

Utah Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.

D AND E STEWART FOUNDATION

87-6160658 Page 1 of 1

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

Recipient(s) paid during the year

Name

WEBER STATE UNIVERSITY FOUNDATION

Street

4018 UNIVERSITY CIRCLE

City OGDEN	State UT	Zip Code 84408	Foreign Country
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Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 124,971
--	-------------------

Name

Street

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

Street

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

Street

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

Street

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

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Amount		1,592															
Long Term CG Distributions		0																	
Short Term CG Distributions		0																	

Part I, Line 18 (990-PF) - Taxes

		629	80	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREGIN TAX WITHHELD	80	80		
2	ESTIMATED TAX PAYMENTS	549			

Part II, Line 13 (990-PF) - Investments - Other

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1 ADOBE SYS INC		0	0	3,956
2 ROYAL CARRIBEAN CRUISE		0	3,718	9,690
4 AFLAC INC		0	7,097	6,109
5 ALLSTATE CORP COM		0	6,211	7,632
6 AMAZON COM INC		0	7,492	13,798
7 ANADARKO PETE CORP		0	8,166	13,376
8 APPLE COMPUTER INC COM		0	13,036	29,270
9 AUTODESK INC COM		0	21,624	5,126
10 BB&T CORP COM		0	4,754	13,973
11 BOEING COMPANY		0	15,656	8,666
12 BRISTOL MYERS SQUIBB CO		0	8,652	8,863
13 CATERPILLAR INC		0	8,863	11,895
14 CERNER CORP COM		0	14,226	17,474
15 CISCO SYSTEMS INC		0	8,181	11,626
16 CINTAS CORP		0	11,358	8,253
17 DANAHER CORP		0	9,905	14,110
18 DEERE & CO		0	7,374	8,944
19 WALT DISNEY CO		0	7,058	8,210
20 DU PONT E I DE NEMOURS & CO		0	7,283	9,958
21 EMC CORP MASS		0	6,464	10,795
22 EQUITY RESIDENTIAL PPTYS TR SH BEN		0	12,553	11,512
23 FREEPORT-MCMORAN COPPER & GOLD		0	5,848	7,650
24 GENERAL ELECTRIC CO		0	11,580	10,431
25 HALLIBURTON CO		0	57,872	73,465
26 HOME DEPOT INC		0	11,428	9,193
27 INTEL CORP		0	7,520	14,226
28 INTERNATIONAL BUSINESS MACHS CORP		0	13,231	10,722
29 JOHNSON & JOHNSON		0	8,299	18,197
30 LENNAR CORPORATION CLASS A COMM		0	1,614	13,319
31 MCDONALDS CORP		0	7,773	14,501
32 MICROSOFT CORP		0	3,041	11,467
33 MORGAN STANLEY		0	12,716	12,554
34 OCCIDENTAL PETE CORP		0	9,887	6,023
35 ORACLE CORPORATION		0	8,442	7,661
36 PNC FINANCIAL SERVICES GROUP		0	7,142	10,996
37 PFIZER INC		0	18,351	16,035
38 POTASH CORP SASK		0	21,446	18,835
39 PROCTER & GAMBLE CO		0	8,742	8,545
40 QUALCOMM INC		0	1,887	12,899
41 SCHLUMBERGER LTD		0	11,728	14,228
42 UNION PACIFIC CORP		0	9,496	9,702
43 UNITED TECHNOLOGIES CORP		0	8,404	13,829
44 WAL MART STORES INC		0	9,248	11,891
45 WALGREEN CO		0	11,124	13,987
46 WATSON PHARMACEUTICALS INC COM		0	7,603	7,772
		0	7,897	10,320

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	1,467,719	1,291,460	1,513,969
47	COCA COLA CO		0	7,054	9,425	9,945	
48	EBAY INC		0	6,184	34,180	7,303	
49	WELLS FARGO & CO		0	29,278	5,184	8,929	
50	BANK AMER CORP		0	11,004	11,004	8,929	
51	GOLDMAN SACHS GROUP INC		0	7,268	7,268	9,379	
52	COSTCO WHOLESALE CORP		0	19,179	19,179	21,217	
53	WF ADV SMALL CAP OPPOR FD-ADMIN 84		0	761	761	23,368	
54	EXXON MOBIL CORPORATION		0	7,112	7,112	8,255	
55	FEDEX CORPORATION		0	7,695	7,695	11,390	
56	UNITEDHEALTH GROUP INC		0	7,723	7,723	9,952	
57	VERIZON COMMUNICATIONS		0	7,742	7,742	10,412	
58	MONSANTO CO NEW		0	6,596	6,596	6,666	
59	BHP BILLITON LIMITED		0	8,153	8,153	6,461	
60	FLUOR CORP NEW		0	17,649	17,649	21,985	
61	JPMORGAN CHASE & CO		0	18,099	18,099	20,186	
62	T ROWE PRICE GROUP INC		0	13,965	13,965	17,727	
63	US BANCORP DEL NEW		0	25,326	25,326	29,111	
64	US TREASURY NOTE 3 625% 8/15/19		0	7,434	7,434	11,305	
65	ACCENTURE PLC		0	4,292	4,292	12,436	
66	CHEVRON CORP		0	5,726	5,726	8,393	
67	MERCK & CO INC NEW		0	12,441	12,441	13,006	
68	BERSHIRE HATHAWAY INC		0	49,776	49,776	58,422	
69	US TREASURY NOTE 3 625% 2/15/20		0	3,831	3,831	10,148	
70	CONOCOPHILLIPS		0	99,059	99,059	102,527	
71	US TREASURY NOTE 4 250% 8/15/13		0	91,633	91,633	93,298	
72	FED HOME LN MTG CORP 1 750% 9/10/15		0	20,596	20,596	22,398	
73	"UNITED CONTINENTAL HOLDINGS, INC"		0	12,705	12,705	11,100	
74	GENERAL MOTORS CO		0	13,619	13,619	17,684	
75	GOOGLE INC		0	49,987	49,987	58,692	
76	US TREASURY NOTE 3 625% 2/15/21		0	42,148	42,148	12,026	
77	CITIGROUP INC		0	51,953	51,953	54,496	
78	U.S TREASURY NOTE 4 125% 5/15/15		0	10,293	10,293	13,990	
79	AT & T INC		0	15,243	15,243	16,165	
80	MARKET VECTORS SEMICONDUCTOR		0	6,136	6,136	11,257	
81	PHILLIPS 66		0	2,613	2,613	3,638	
82	KRAFT FOODS GROUP INC		0	4,834	4,834	6,109	
83	MONDELEZ INTERNATIONAL INC		0	7,620	7,620	10,667	
84	SPDR SERIES TRUST		0	101,559	101,559	117,500	
85	US TREASURY NOTE 4 000% 8/15/18		0				

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1 COST BASIS ADJUSTMENT	1	771
2 MUTUAL FUND & CTF INCOME ADDITIONS	2	154
3 Total	3	925

Line 5 - Decreases not included in Part III, Line 2

1 MUTUAL FUND & CTF INCOME SUBTRACTION	1	126
2 Total	2	126

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		239,821		238,321		1,500		0		0		1,500		0	
				1,502		0		0		0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale		F.M.V. as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses			
1 PHILLIPS 66	71854d104		4/22/2012	6/8/2012	50,000			0		50,16		0		0		0		0	
2 GENERAL ELEC CAP CORP 2 200%	6008369674-H-AH0		4/21/2009	7/15/2012	50,369			0		369		0		0		0		0	
3 FED HOME LN MGT CORP 5 125%	715134A4CD09		8/19/2002	8/6/2012	8,419			0		8,448		0		0		0		0	
4 EQUITY RESIDENTIAL PTY'S TR SH BS	8284761		4/22/2012	4/18/2011	3,594			0		3,594		0		0		0		0	
5 CHESAPEAKE ENERGY CORP COM	1651167107		4/22/2012	4/18/2011	4,877			0		3,004		1,873		0		0		0	
6 CATERPILLAR INC	1491231101		4/22/2010	4/22/2010	5,258			0		5,258		0		0		0		0	
7 BOEING CO	0972631105		4/22/2010	8/6/2012	5,547			0		5,547		0		0		0		0	
8 APACHE CORP	037411105		4/22/2010	8/6/2012	6,953			0		6,953		0		0		0		0	
9 VACOM INC NEW	92553P201		4/22/2010	8/6/2012	8,820			0		8,820		0		0		0		0	
10 U.S TREASURY NOTES 4 750%	1311912828GF1		2/15/2007	1/31/2012	11,810			0		11,810		0		0		0		0	
11 100% 270%					100,270			0		270		0		0		0		0	
12 290% 220%					100,270			0		220		0		0		0		0	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BERNICE C STROMBERG	X	PO Box 534 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4.00	3,357	0	0
2	WILLIAM C STROMBERG		1145 EAST 5575 SOUTH	OGDEN	UT	84405		DIRECTOR	1.00	1,400		
3	DEAN W HURST		1145 EAST 5575 SOUTH	OGDEN	UT	84403		DIRECTOR	1.00			
4	JACK D LAPROS		4230 EDGEHILL DRIVE	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
5	JAMIE LAMPROS SHENEFEL		5890 TRAILWINDS DRIVE	FORT MYERS	FL	33907		DIRECTOR	1.00	1,400		
6	KRISTEN HURST-HYDE		FORT MYERS	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
7	MARY L BARKER		5039 SOUTH 1200 EAST	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
8	RICHARD STROMBERG		6112 SOUTH 2850	NORTH OGDEN	UT	84414		DIRECTOR	1.00	1,400		
9			2683 NORTH 360 EAST	LAYTON	UT	84040		DIRECTOR	1.00	1,400		

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BERNICE C STROMBERG	X	PO Box 534 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4.00	3,357	0	0
2	WILLIAM C STROMBERG		1145 EAST 5575 SOUTH	OGDEN	UT	84405		DIRECTOR	1.00	1,400		
3	DEAN W HURST		1145 EAST 5575 SOUTH	OGDEN	UT	84403		DIRECTOR	1.00			
4	JACK D LAPROS		4230 EDGEHILL DRIVE	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
5	JAMIE LAMPROS SHENEFEL		5890 TRAILWINDS DRIVE	FORT MYERS	FL	33907		DIRECTOR	1.00	1,400		
6	KRISTEN HURST-HYDE		FORT MYERS	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
7	MARY L BARKER		5039 SOUTH 1200 EAST	OGDEN	UT	84403		DIRECTOR	1.00	1,400		
8	RICHARD STROMBERG		6112 SOUTH 2850	NORTH OGDEN	UT	84414		DIRECTOR	1.00	1,400		
9			2683 NORTH 360 EAST	LAYTON	UT	84040		DIRECTOR	1.00	1,400		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
1	315
2	
3	
4	
10/1/2012	549
5	
6	0
7	864

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	48,763
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	48,763