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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE SAM & DIANE STEWART FAMILY FOUNDATION		A Employer identification number 20-6090860
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD		B Telephone number (see instructions) (800) 839-1754
Room/suite 123		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,621,789.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		
	4 Dividends and interest from securities	283,638.	279,643.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	694,074.			
	b Gross sales price for all assets on line 6a	1,799,262.			
	7 Capital gain net income (from Part IV, line 2)		536,692.		
	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) ATTCH. 1	102,307.	90,972.			
12 Total Add lines 1 through 11	1,080,021.	907,309.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	4,576.	4,512.		
	18 Taxes (attach schedule) (see instructions) ATTCH. 2	20,600.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,250.			1,250.
	23 Other expenses (attach schedule) ATTCH. 3	103,915.	45,398.		29,115.
	24 Total operating and administrative expenses. Add lines 13 through 23	130,341.	49,910.		30,365.
25 Contributions, gifts, grants paid	694,428.			694,428.	
26 Total expenses and disbursements Add lines 24 and 25	824,769.	49,910.		724,793.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	255,252.				
b Net investment income (if negative, enter -0-)		857,399.			
c Adjusted net income (if negative, enter -0-)					

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2013

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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	19,740.	7,439.	7,439.	
	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) ATCH 4	3,691,136.	4,173,441.	5,114,560.	
	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) ATCH 5	621,701.	406,949.	499,790.	
	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)	4,332,577.	4,587,829.	5,621,789.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	4,332,577.	4,587,829.		
	30	Total net assets or fund balances (see instructions)	4,332,577.	4,587,829.		
31	Total liabilities and net assets/fund balances (see instructions)	4,332,577.	4,587,829.			

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	4,332,577.
2	Enter amount from Part I, line 27a	2	255,252.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,587,829.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,587,829.

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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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
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	536,692.	
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.

(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))
2012	362,023.	4,858,798.	0.074509
2011	178,294.	4,547,540.	0.039207
2010	139,003.	4,005,618.	0.034702
2009	146,312.	3,229,897.	0.045299
2008	154,275.	3,882,967.	0.039731
2 Total of line 1, column (d)			2 0.233448
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 0.046690
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,462,947.
5 Multiply line 4 by line 3			5 255,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,574.
7 Add lines 5 and 6			7 263,639.
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			8 724,793.

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			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	8,574.
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	8,574.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,574.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,986.	
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	10,986.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,412.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 2,412. Refunded ☒ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ (2) On foundation managers ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ UT,		
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.	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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?	13	X	
Website address N/A				
14	The books are in care of FOUNDATION SOURCE Telephone no 800-839-1754			
Located at 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 19809-1377				
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	X
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 2013? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****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? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	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
NONE				

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

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	N/A	
2		
3		
4		

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

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

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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	5,584,003.
b	Average of monthly cash balances	1b	24,682.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,608,685.
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	62,546.
3	Subtract line 2 from line 1d	3	5,546,139.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,192.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,462,947.
6	Minimum investment return. Enter 5% of line 5	6	273,147.

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	273,147.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,574.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	524.
c	Add lines 2a and 2b	2c	9,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	264,049.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	264,049.
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	264,049.

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	724,793.
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	724,793.
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	8,574.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	716,219.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				264,049.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012 20,260.				
f Total of lines 3a through e	20,260.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>724,793.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				264,049.
e Remaining amount distributed out of corpus	460,744.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	481,004.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	481,004.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 20,260.				
e Excess from 2013 460,744.				

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or		4942(1)(5)
---------------	--	------------

[illegible]

1 Information Regarding Foundation Managers:

ATTACHMENT 7

N/A

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.

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

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

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

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a Paid during the year					
ATCH 8					
Total				3a	694,428.
b Approved for future payment					
Total				3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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.

[illegible]

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

10/22/2014

Check		if	PTIN
-------	--	----	------

self-employed

P01345770

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶ 510398347

Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

Phone no. 8008391754

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,824,966	\$ 1,186,102	\$ 638,864
Publicly-traded Securities - Acquisition Indebtedness						\$ 31,082
						\$ (7,223)
Total included in Part IV				\$ 1,824,966	\$ 1,186,102	\$ 662,723
Publicly-traded Securities - Acquisition Indebtedness						\$ 7,223
Passthrough K-1 Capital Gain/(Loss) - Acquisition Indebtedness						\$ 444
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 23,684
Part I, Line 6a Total						\$ 694,074

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS APOLLO GLOBAL MANAGEMENT	7,697.	7,497.
K-1 INC/LOSS KKR FINANCIAL HOLDINGS LLC	92,542.	83,475.
FEDERAL TAX REFUND	2,068.	
TOTALS	<u>102,307.</u>	<u>90,972.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2013	7,700.
990-T 1ST EXTENSION FOR 2012	10,600.
STATE UBTI - TAX W/EXTENSION	2,300.
TOTALS	<u>20,600.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	27,765.		27,765.
COMMUNICATIONS	300.		300.
K-1 EXP APOLLO GLOBAL	233.	155.	
K-1 EXP KKR FINANCIAL HOLDINGS	74,567.	45,243.	
WEBSITE DEVELOPMENT	1,050.		1,050.
TOTALS	<u>103,915.</u>	<u>45,398.</u>	<u>29,115.</u>

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALPS ETF TRUST US EQTY HIGH	382,030.	382,356.
AMERICAN CAPITAL MORTGAGE	616,874.	515,070.
ARBOR REALTY TRUST INC	319,104.	354,978.
CAPSTEAD MTG CP	510,576.	544,808.
CLAYMORE/ALPHASHARES	300,505.	332,500.
COLONY FINANCIAL INC.	390,255.	537,685.
GLOBAL X FTSE COLUMBIA 20 ETF	160,133.	136,125.
ISHARES MSCI ALL PERU CAPPED	320,787.	277,695.
MATTHEWS ASIAN GROWTH & INC FD	241,981.	256,425.
NORTHSTAR REALTY FINANCE CORP	166,742.	571,625.
WASATCH FRONTIER EMERGING SM	200,835.	305,802.
WASATCH GLOBAL SCIENCE & TECH	251,586.	390,803.
WASATCH STRATEGIC INCOME FUND	312,033.	508,688.
TOTALS	<u>4,173,441.</u>	<u>5,114,560.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KKR FINANCIAL HOLDINGS LLC	406,949.	499,790.
TOTALS	<u>406,949.</u>	<u>499,790.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,799,262.		PUBLICLY-TRADED SECURITIES					505,610.	
		1,293,652.						
		PASSTHROUGH K1 CAPITAL GAIN					31,082.	
TOTAL GAIN (LOSS)							<u>536,692.</u>	

THE SAM & DIANE STEWART FAMILY FOUNDATION

20-6090860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DIANE P STEWART
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

TRUSTEE

1.00

SAMUEL S STEWART JR
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

TRUSTEE

1.00

ATTACHMENT 7

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

SAMUEL S. STEWART JR.
DIANE P. STEWART

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT A

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART ACCESS 230 S 500 W #125 SALT LAKE CITY, UT 84101	N/A PC	CHARITABLE EVENT	5,000
BALLET WEST 304 TROLLEY SQ SALT LAKE CTY, UT 84102	N/A PC	GENERAL & UNRESTRICTED	10,000.
BALLET WEST 304 TROLLEY SQ SALT LAKE CTY, UT 84102	N/A PC	CHARITABLE EVENT	5,000.
BRIGHAM YOUNG UNIVERSITY - MUSEUM OF ART 474 MOA, N CAMPUS DR PROVO, UT 84602	N/A PC	SACRED GIFTS RELIGIOUS ART OF CARL BLOCH, HEINRICH HOFMANN, BERTEL THORVALDSEN & FRANS SCHWARTZ	60,000.
CENTER FOR DOCUMENTARY EXPRESSION AND ART 243 E 400 S STE 301 SALT LAKE CTY, UT 84111	N/A PC	SACRED IMAGES	2,000
CENTRAL UTAH ART CENTER 175 E 200 S SALT LAKE CTY, UT 84111	N/A PC	GENERAL & UNRESTRICTED	95,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUALITY UTAH FOUNDATION 175 W 200 S STE 3001 SALT LAKE CTY, UT 84101	N/A PC	CHARITABLE EVENT	10,000.
FIRST NIGHT SALT LAKE CITY INC 175 E 400 S STE 600 SALT LAKE CTY, UT 84111	N/A PC	THE SIXTY-NINE SEVENTY PROJECT	10,000.
FIRST NIGHT SALT LAKE CITY INC 175 E 400 S STE 600 SALT LAKE CTY, UT 84111	N/A PC	CHARITABLE EVENT	5,000
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A PC	CHARITABLE EVENT	7,500
MCGILLIS SCHOOL 668 S 1300 E SALT LAKE CTY, UT 84102	N/A PC	ANNUAL FUND	5,000
MORMON SCHOLARS FOUNDATION, LLC 8875 OLD INDIAN HILL RD CINCINNATI, OH 45243	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MT PLEASANT HISTORICAL ASSOCIATION 220 S 300 E MT PLEASANT, UT 84647	N/A PC	GENERAL & UNRESTRICTED	10,000
NO POOR AMONG US 1570 E TOMAHAWK DR SALT LAKE CTY, UT 84103	N/A PC	GENERAL & UNRESTRICTED	40,000
NO POOR AMONG US 1570 E TOMAHAWK DR SALT LAKE CTY, UT 84103	N/A PC	REGENESIS FOUNDATION FUND	25,000
PROGRESSNOW EDUCATION 1600 UNIVERSITY AVE. W STE 401 ST PAUL, MN 55104	N/A PC	ABU EDUCATION FUND	5,000
R. McDONALD HOUSE CHAR OF THE INTERMOUNTAIN AREA 935 E S TEMPLE SALT LAKE CITY, UT 84102	N/A PC	INSPIRATION CRAFT ROOM	25,000.
SALT LAKE ART CENTER 20 S W TEMPLE SALT LAKE CTY, UT 84101	N/A PC	ART AND BELIEF FILM	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANPETE VALLEY HOSPITAL 1100 S MEDICAL DR MOUNT PLEASANT, UT 84647	N/A PC	CHARITABLE EVENT	10,000
SOUTHERN UTAH UNIVERSITY - S UTAH MUSEUM OF ART 351 W UNIVERSITY BLVD CEDAR CITY, UT 84720	N/A PC	NEW SHAKESPEARE THEATRE AND THE SOUTHERN UTAH MUSEUM OF ART	125,000.
SPRING CITY ARTS PO BOX 357 SPRING CITY, UT 84662	N/A PC	CHARITABLE EVENT	5,000
SPY HOP PRODUCTIONS INC 511 W 200 S STE 100 SALT LAKE CTY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	15,000
STANFORD UNIVERSITY GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY, RM S239 STANFORD, CA 94305	N/A PC	GENERAL & UNRESTRICTED	10,000
SUNDANCE INSTITUTE PO BOX 684429 PARK CITY, UT 84068	N/A PC	CHARITABLE EVENT	14,100.

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF UTAH 540 ARAPEEN DR SALT LAKE CITY, UT 84108	N/A PC	CHARITABLE EVENT	5,000
UNIVERSITY OF UTAH - HEALTH SCIENCES DEPARTMENT 540 ARAPEEN, STE 120 SALT LAKE CITY, UT 84108	N/A PC	ERDC DIVISION	5,000
UTAH FILM CENTER 122 S MAIN ST SALT LAKE CTY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	30,000.
UTAH FILM CENTER 122 S MAIN ST SALT LAKE CTY, UT 84101	N/A PC	CRASH REEL PROJECT	10,000
UTAH FILM CENTER 122 S MAIN ST SALT LAKE CTY, UT 84101	N/A PC	CRASH REEL INTERNSHIP AND OUTREACH PROJECT	20,000
UTAH MUSEUM OF FINE ARTS 410 CAMPUS CENTER DR SALT LAKE CITY, UT 84112	N/A PC	BIERSTADT TO WARHOL - AMERICAN INDIANS IN THE WEST	38,328

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UTAH MUSEUM OF NATURAL HISTORY 301 WAKARA WAY SALT LAKE CITY, UT 84108	N/A PC	GENERAL & UNRESTRICTED	10,000
UTAH SYMPHONY & OPERA 123 W S TEMPLE SALT LAKE CITY, UT 84101	N/A PC	CHARITABLE EVENT	25,000.
UTAH YOUTH VILLAGE 5790 S HIGHLAND DR SALT LAKE CTY, UT 84121	N/A PC	GENERAL & UNRESTRICTED	10,000.
WESTERN STATES ARTS FEDERATION 1743 WAZEE ST STE 300 DENVER, CO 80202	N/A PC	GENERAL & UNRESTRICTED	2,500
YOUNG WOMENS CHRISTIAN ASSN OF SALT LAKE CITY 322 E 300 S SALT LAKE CITY, UT 84111	N/A PC	CIRCLE OF FRIENDS CAMPAIGN	10,000.
TOTAL CONTRIBUTIONS PAID			<u>694,428.</u>

THE SAM & DIANE STEWART FAMILY FOUNDATION

20-6090860

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	9,267.	14	90,972.	
FEDERAL TAX REFUND			01	2,068.	
TOTALS		9,267.		93,040.	