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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

Do not enter Social Security numbers on this form as it may be made public.

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 MARLENE AND J.O. STEWART, JR. FOUNDATION
RON ACTON, TRUSTEEA Employer identification number
74-2958268

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)
(915) 833-6488

124 W. CASTELLANO

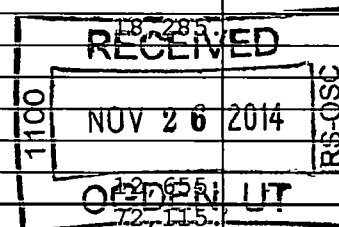
213

City or town, state or province, country, and ZIP or foreign postal code

EL PASO, TX 79912

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,053,516.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐**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)
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	395.	395.	395.	ATCH 1
4 Dividends and interest from securities	40,780.	40,780.	40,780.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	28,002.			
b Gross sales price for all assets on line 6a	981,185.			
7 Capital gain net income (from Part IV, line 2)		28,002.		
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) ATCH 3	12,655.	12,655.		
12 Total. Add lines 1 through 11	81,832.	81,832.		
13 Compensation of officers, directors, trustees, etc.	37,000.	37,000.	37,000.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4				
b Accounting fees (attach schedule) ATCH 5	14,175.	14,175.	14,175.	
c Other professional fees (attach schedule)				
17 Interest ATCH 6	80.	80.	80.	
18 Taxes (attach schedule) (see instructions) ATCH 7	4,478.	4,478.	4,478.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	22,044.	22,044.	22,044.	
24 Total operating and administrative expenses. Add lines 13 through 23	77,777.	77,777.	77,777.	
25 Contributions, gifts, grants paid	283,717.			283,717.
26 Total expenses and disbursements. Add lines 24 and 25	361,494.	77,777.	77,777.	283,717.
27 Subtract line 26 from line 12	-279,662.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		4,055.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	58,177.	45,814.	45,814.
	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 9	1,358,944.	1,091,645.	1,007,666.
	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 10	36.	36.	36.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ ATCH 11)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,417,157.	1,137,495.	1,053,516.	
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 ▶ ATCH 12)			
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,417,157.	1,137,495.	
	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)	1,417,157.	1,137,495.	
31	Total liabilities and net assets/fund balances (see instructions)	1,417,157.	1,137,495.		

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	1,417,157.
2	Enter amount from Part I, line 27a	2	-279,662.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,137,495.
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	1,137,495.

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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	28,002.	
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	18,285.	

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))
2012	169,755.	1,202,618.	0.141155
2011	291,265.	1,653,879.	0.176110
2010	241,242.	1,801,621.	0.133903
2009	217,071.	1,786,387.	0.121514
2008	533,570.	2,511,990.	0.212409
2 Total of line 1, column (d)			2 0.785091
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 0.157018
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,037,744.
5 Multiply line 4 by line 3			5 162,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 41.
7 Add lines 5 and 6			7 162,985.
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.			8 283,717.

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	81.
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	81.
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	81.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,392.	
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	1,392.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,311.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,311. Refunded <input type="checkbox"/> <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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		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?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, _____		
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

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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 RON ACTON TRUSTEE Telephone no 915-833-6488			
Located at 124 W CASTELLANO SUITE 213 EL PASO, TX ZIP+4 79912				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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				

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
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

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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 ☒ No

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☒ X

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

7b

X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 13		37,000.	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 ☐ X

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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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	1,006,628.
b	Average of monthly cash balances	1b	46,919.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,053,547.
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	1,053,547.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,803.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,037,744.
6	Minimum investment return. Enter 5% of line 5	6	51,887.

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	51,887.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	81.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	81.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	51,806.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,806.
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	51,806.

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	283,717.
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	283,717.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	283,717.

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				51,806.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 409,042.				
b From 2009 128,283.				
c From 2010 152,307.				
d From 2011 211,031.				
e From 2012 109,839.				
f Total of lines 3a through e	1,010,502.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 283,717.				
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				51,806.
e Remaining amount distributed out of corpus	231,911.			
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	1,242,413.			
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)	409,042.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	833,371.			
10 Analysis of line 9				
a Excess from 2009 128,283.				
b Excess from 2010 152,307.				
c Excess from 2011 211,031.				
d Excess from 2012 109,839.				
e Excess from 2013 231,911.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

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

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 address of the person to whom applications should be addressed.

ATCH 14

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

ATCH 15

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:

MUST BE A 501(C)(3) CHARITY

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 ATCH 16				
Total			3a	283,717.
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)
▼	

JSA

**SCHEDULE D.
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust **THE MARLENE AND J.O. STEWART, JR. FOUNDATION**
RON ACTON, TRUSTEE

Employer identification number
74-2958268

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	374,098.	345,466.		28,632.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	31,868.	42,202.		-10,334.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	34.	181.		-147.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 18,151.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	70,571.	66,001.		4,570.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	491,852.	493,068.		-1,216.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	12,762.	6,265.		6,497.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 9,851.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		18,151.
18 Net long-term gain or (loss):			
a Total for year	18a		9,851.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		28,002.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-. . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Form **8949**Department of the Treasury
Internal Revenue Service**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Name(s) shown on return

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

Social security number or taxpayer identification number

74-2958268

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	UBS 13476 SHORT TERM COVERED	11/08/2012	10/16/2013	230,197.	223,365.			6,832.
	UBS 13489 SHORT TERM COVERED	10/25/2012	10/09/2013	137,364.	115,793.			21,571.
	UBS 13492 SHORT TERM COVERED	08/17/2012	07/11/2013	5,916.	5,595.			321.
	SPDR GOLD TRUST	08/17/2012	07/11/2013	621.	713.			-92.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).				374,098.	345,466.			28,632.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

Social security number or taxpayer identification number

74-2958268

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Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	NUVEEN LONG/SHORT COMMODITY TTL RTN	10/25/2012	10/23/2013	31,868.	42,202.			-10,334.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				31,868.	42,202.			-10,334.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

Social security number or taxpayer identification number

74-2958268

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Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	NEW ECONOMY SHORT TERM GAIN PER K-1			33.				33.
	SILVER CREEK - PER K-1				181.			-181.
	NUVEEN LONG/SHORT PER K1			1.				1.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				34.	181.			-147.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

74-2958268

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	UBS 13476 LONG TERM COVERED	01/05/2012	11/08/2013	54,891.	49,501.			5,390.
	UBS 13489 LONG TERM COVERED	04/02/2013	10/09/2013	171.	184.			-13.
	UBS 13492 LONG TERM COVERED	01/31/2012	08/22/2013	15,509.	16,316.			-807.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				70,571	66,001.			4,570.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

74-2958268

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
BLACKROCK RESOURCES & COMMODITIES STRATEGY	08/31/2011	11/08/2013	40,129.	51,515.			-11,386.
BLACKSTONE/GSO LONG SHORT CREDIT INCOME	01/26/2011	10/16/2013	61,301.	66,673.			-5,372.
INVESCO HIGH YIELD MUNICIPAL FUND CLASS	08/31/2011	03/19/2013	51,249.	46,819.			4,430.
NEUBERGER BERMAN EQUITY INCOME FUND CLASS A	09/22/2011	10/16/2013	69,291.	59,711.			9,580.
NUVEEN LONG/SHORT COMMODITY TOTAL RETU	10/25/2012	11/08/2013	480.	750.			-270.
OPPENHEIMER STEELPATH MLP INCOME FUND A	08/31/2011	03/19/2013	45,274.	43,298.			1,976.
PIMCO TOTAL RETURN FUND CLASS A	08/31/2011	10/16/2013	77,187.	78,172.			-985.
PRINCIPAL INVESTORS PREFERRED SECURITIES	08/31/2011	11/08/2013	42,715.	40,272.			2,443.
STONE HBR EMERGING MKTS INCOME	08/31/2011	10/16/2013	59,851.	64,134.			-4,283.
BLACKSTONE/GSO LONG SHORT CREDIT INCOME	07/29/2011	08/22/2013	2,487.	2,603.			-116.
EATON VANCE GLOBAL MACRO ABSOLUTE RETUR	03/23/2011	06/17/2013	1,562.	1,609.			-47.
FORWARD TACTICAL GROWTH A	09/22/2011	08/22/2013	1,570.	1,506.			64.
FRANKLIN/TEMPLETON GLOBAL BOND FUND CLA	03/15/2010	07/11/2013	6,226.	6,201.			25.
GABELLI ABC ADVISOR FUND	03/15/2010	08/22/2013	2,618.	2,493.			125.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			491,852.	493,068.			-1,216.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE MARLENE AND J.O. STEWART, JR. FOUNDATION

74-2958268

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
INVESCO HIGH YIELD MUNICIPAL FUND CLASS	03/15/2010	06/17/2013	616.	583.			33.
IVY ASSET STRATEGY FUND CLASS A	03/15/2010	07/11/2013	7,026.	5,484.			1,542.
JP MORGAN STRATEGIC INCOME OPPORTUNITIES	03/15/2010	08/22/2013	902.	883.			19.
MERGER FUND SBI	06/04/2010	08/22/2013	2,174.	2,113.			61.
OPPENHEIMER STEELPATH MLP INCOME FUND A	03/23/2011	07/11/2013	8,218.	7,819.			399.
PRINCIPAL INVESTORS PREFERRED SECURITIES	05/24/2010	07/11/2013	6,282.	5,612.			670.
SPDR GOLD TRUST	05/24/2010	07/11/2013	3,476.	3,647.			-171.
TURNER SPECTRUM INVESTOR CLASS	05/24/2010	08/22/2013	1,208.	1,171.			37.
SPDR GOLD TRUST RETURN OF PRINCIPAL		07/10/2013	10.				10.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Social security number or taxpayer identification number

74-2958268

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B
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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	CAPITAL GAINS DIVIDENDS			6,445.				6,445.
	SILVER CREEK LONG/SHOR - PER K1				5,908.			-5,908.
	NEW ECONOMY GROWTH PARTNERS PER K1				357.			-357.
	UBS 13476 NON DIVIDEND DISTRIBUTIONS			5,257.				5,257.
	UBS 13489 NON DIVIDEN DISTRIBUTIONS			630.				630.
	UBS 13492 NON DIVIDEND DISTRIBUTIONS			430.				430.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				12,762.	6,265.			6,497.

Form **8949** (2013)

THE MARLENE & J.O. STEWART JR. FOUNDATION

EIN 74-2958268

		Beginning of Year Book Value	End of Year Book Value	Market Value
Marketable Securities	Blackrock Resources & Commoditi	61,562	14,247	12,506
Marketable Securities	Famco MLP & Energy Income Insti	0	68,067	71,577
Marketable Securities	James Alpha Global RE Invstmt F	0	71,271	65,572
Marketable Securities	Pimco Small Cap Stocks Plus	0	59,164	56,176
Marketable Securities	SPDR Barclays S/T Hi Yld	0	18,756	18,880
Marketable Securities	Invesco High Yield Muni Fund	62,289	68,299	68,503
Marketable Securities	Ivy High Income Fd CI A	0	19,029	18,900
Marketable Securities	Oppenheimer Sr Floating Rate Fd	0	68,744	69,221
Marketable Securities	Pimco Income Fund Class A	43,473	61,054	62,663
Marketable Securities	Principal Investors Preferred S	50,981	37,880	37,548
Marketable Securities	TCW Emerging Markets Income Fd	0	37,189	37,244
Marketable Securities	Nuveen Lg/Sht Commodity Ttl Rtn	62,110	13,720	12,726
Marketable Securities	Kinetics Multi-Disciplinary Ad	0	19,500	18,761
Marketable Securities	Thornburg Income Builder CI A	0	68,702	69,804
Marketable Securities	Neuberger Berman Equity Income	61,299	0	
Marketable Securities	Oppenheimer Steelpath MLP Inc	54,159	0	
Marketable Securities	Principal Small-Midcap Dividend	47,044	0	
Marketable Securities	Blackstone / GSO Long Short Cre	69,060	0	
Marketable Securities	Pimco Dynamic Income Fund	60,500	0	
Marketable Securities	Stone HBR Emerging Mkts Income	65,602	0	
Marketable Securities	Pimco Total Return Fund CI A	90,004	0	
Marketable Securities	Agree Realty Corp	1,105	0	
Marketable Securities	Alliant Energy Corp	888	0	
Marketable Securities	American Capital Agency Corp	1,061	0	
Marketable Securities	Applied Indl Tech Inc	1,118	0	
Marketable Securities	Ares Capital Corp	1,122	0	
Marketable Securities	Autoliv Inc \$0.20	1,762	0	
Marketable Securities	B&G Foods Inc CI A	1,035	0	
Marketable Securities	Caplease Inc REITS SBI	1,135	0	
Marketable Securities	Capstead Mtg Corp New 2001	1,362	0	
Marketable Securities	City Holding Co W Va	786	0	
Marketable Securities	Colony Financial Inc REIT SBI	1,202	0	
Marketable Securities	Community Trust Bancorp Inc	1,354	0	
Marketable Securities	Computer Programs & Systems Inc	685	0	
Marketable Securities	Consolidated Communications Hld	1,877	0	
Marketable Securities	Crane Co	1,345	0	
Marketable Securities	Crosstex Energy Inc	2,016	0	
Marketable Securities	Cypress Semiconductor Cp	1,298	0	
Marketable Securities	CYS Invts Inc SBI	817	0	
Marketable Securities	Digital Realty Trust Inc REIT	1,632	0	
Marketable Securities	Eastgroup Properties Inc (Md)	470	0	
Marketable Securities	EPR Properties REIT	826	0	
Marketable Securities	Fidelity Natl Financial Inc	1,267	0	

Marketable Securities	First Fincl Bancorp Ohio Monroe	600	0
Marketable Securities	FirstMerit Corporation	1,422	0
Marketable Securities	Fly Leasing LTD	939	0
Marketable Securities	FNB Corp Pa	559	0
Marketable Securities	Garmin LTD shs chf	1,379	0
Marketable Securities	Great Plains Energy Inc	622	0
Marketable Securities	Guess Inc	856	0
Marketable Securities	Harris Corp Dela	1,742	0
Marketable Securities	Hasbro Inc	2,033	0
Marketable Securities	Hatteras Financial Corp REIT	1,204	0
Marketable Securities	HCC Insurance Hldgs Inc	1,300	0
Marketable Securities	Hercules Technology Growth Cap	1,635	0
Marketable Securities	HNI Corp	1,340	0
Marketable Securities	HollyFrontier Corp com	1,273	0
Marketable Securities	Hubbell Inc Cl B	1,296	0
Marketable Securities	Huntsman Corp	1,556	0
Marketable Securities	Ilex Corp	1,714	0
Marketable Securities	Just Energy Group Inc cad	424	0
Marketable Securities	Lancaster Colony Corp	1,314	0
Marketable Securities	Landauer Inc	982	0
Marketable Securities	Lincoln Elec Holdings New	1,175	0
Marketable Securities	Maxim Integrated Prods Inc	1,880	0
Marketable Securities	McGrath Rentcorp	1,262	0
Marketable Securities	Medical Properties Trust Inc	1,039	0
Marketable Securities	Meridian Bioscience Inc	409	0
Marketable Securities	Microchip Technology Inc	1,674	0
Marketable Securities	MKS Instruments Inc	370	0
Marketable Securities	Molex Inc	1,544	0
Marketable Securities	MTS Systems Corp	670	0
Marketable Securities	Newell Rubbermaid Inc	687	0
Marketable Securities	Omega Healthcare Invs Inc	1,908	0
Marketable Securities	OneBeacon Insurance Group LTD	831	0
Marketable Securities	OneOK Inc New	425	0
Marketable Securities	Packaging Corp of America	1,405	0
Marketable Securities	Pacwest Bancorp	1,143	0
Marketable Securities	Partnerre LTD ord	1,397	0
Marketable Securities	Pengrowth Energy Corp cad	1,125	0
Marketable Securities	Penn West Pete LTD New cad	1,474	0
Marketable Securities	Pepco Holdings Inc	1,090	0
Marketable Securities	PNM Resources Inc (Holding Co)	1,294	0
Marketable Securities	Protective Life Corp	973	0
Marketable Securities	Rockwood Holdings Inc	1,175	0
Marketable Securities	RPM Intl Inc (Dela)	1,868	0
Marketable Securities	Scana Corp New	964	0
Marketable Securities	Sinclair Broadcasting Group Inc	1,892	0
Marketable Securities	Snap On Inc	1,754	0
Marketable Securities	Steris Corp	1,153	0
Marketable Securities	Sterling Bancorp N Y	828	0
Marketable Securities	Tai Intl Group Inc	1,400	0

Marketable Securities	Teleflex Inc	1,608	0	
Marketable Securities	Trustco Bank Corp NY	590	0	
Marketable Securities	Tupperware Brands Corp	1,299	0	
Marketable Securities	Validus Holdings LTD	1,007	0	
Marketable Securities	Vectren Corp	1,124	0	
Marketable Securities	Wash Trust Bancorp Inc	1,388	0	
Marketable Securities	Windstream Corp	1,103	0	
Marketable Securities	Alps ETF Tr Alerian MLP	2,542	0	
Marketable Securities	Alexandria Real Estate Eq Inc	548	0	
	Gabelli Advisor Fund	8,037	5,646	5,878
Marketable Securities	Oppenheimer Steelpath MLP	8,348	0	
Marketable Securities	Blackstone / GSO L/S Credit	4,822	2,219	2,144
Marketable Securities	Eaton Vance Global Macro A	14,413	13,561	13,152
Marketable Securities	Invesco Highi Yield Muni	8,194	8,975	8,774
Marketable Securities	JP Morgan Stragetic Inc Op A	6,400	11,424	11,654
Marketable Securities	Oppenheimer Senior Floating Rat	6,360	5,705	5,854
Marketable Securities	Schroeder Absolute RET EMD & CC	0	11,773	11,582
Marketable Securities	Franklin/Templeton Global Bond	6,489	0	
Marketable Securities	Principal Investors Pfd Securit	5,703	0	
Marketable Securities	TCW Emerging Markets Income Fun	6,669	0	
Marketable Securities	Altegris Futures Evolution Stra	6,464	6,341	6,240
Marketable Securities	Blackrock Emerging Markets L/S	0	10,393	10,124
Marketable Securities	CBRE Clarion Long/Short	12,881	12,153	11,990
Marketable Securities	Forward Tactical Growth A	9,868	9,244	9,401
Marketable Securities	JHancock2 Global Absolute Retur	0	10,726	10,859
Marketable Securities	Mainstay Marketfield Fund CI I	12,981	10,211	12,192
Marketable Securities	Merger Fund SBI	7,722	5,669	5,823
Marketable Securities	Natixis ASG Managed Futures	6,157	6,327	6,302
Marketable Securities	Turner Spectrum Investor Class	9,628	8,528	9,042
Marketable Securities	SPDR Gold Trust De	3,988	0	
Marketable Securities	Ivy Asset Stragety A	5,666	0	
Marketable Securities	Pimco All Assets All Auth-A	8,007	0	
Marketable Securities	Copano Energy LLC Units MLP	-456	-456	-456
Total Investments - line 10		982,793	764,062	760,636
Partnership - New Economy		94,279	77,535	103,675
Partnership - Silver Creek		281,872	250,049	143,355
Total Other Assets = Line 15		376,151	327,583	247,030
TOTAL		1,358,944	1,091,645	1,007,667

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)	
230,197.		UBS 13476 SHORT TERM COVERED 223,365.					11/08/2012 6,832.	10/16/2013
31,868.		NUVEEN LONG/SHORT COMMODITY TTL RTN 42,202.					10/25/2012 -10,334.	10/23/2013
54,891.		UBS 13476 LONG TERM COVERED 49,501.					01/05/2012 5,390.	11/08/2013
40,129.		BLACKROCK RESOURCES & COMMODITIES STRATE 51,515.					08/31/2011 -11,386.	11/08/2013
61,301.		BLACKSTONE/GSO LONG SHORT CREDIT INCOME 66,673.					01/26/2011 -5,372.	10/16/2013
51,249.		INVESCO HIGH YIELD MUNICIPAL FUND CLASS 46,819.					08/31/2011 4,430.	03/19/2013
69,291.		NEUBERGER BERMAN EQUITY INCOME FUND CLAS 59,711.					09/22/2011 9,580.	10/16/2013
480.		NUVEEN LONG/SHORT COMMODITY TOTAL RETURN 750.					10/25/2012 -270.	11/08/2013
45,274.		OPPENHEIMER STEELPATH MLP INCOME FUND A 43,298.					08/31/2011 1,976.	03/19/2013
77,187.		PIMCO TOTAL RETURN FUND CLASS A 78,172.					08/31/2011 -985.	10/16/2013
42,715.		PRINCIPAL INVESTORS PREFERRED SECURITIES 40,272.					08/31/2011 2,443.	11/08/2013
59,851.		STONE HBR EMERGING MKTS INCOME 64,134.					08/31/2011 -4,283.	10/16/2013

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)	
137,364.		UBS 13489 SHORT TERM COVERED 115,793.					10/25/2012 21,571.	10/09/2013
171.		UBS 13489 LONG TERM COVERED 184.					04/02/2013 -13.	10/09/2013
5,916.		UBS 13492 SHORT TERM COVERED 5,595.					08/17/2012 321.	07/11/2013
621.		SPDR GOLD TRUST 713.					08/17/2012 -92.	07/11/2013
15,509.		UBS 13492 LONG TERM COVERED 16,316.					01/31/2012 -807.	08/22/2013
2,487.		BLACKSTONE/GSO LONG SHORT CREDIT INCOME 2,603.					07/29/2011 -116.	08/22/2013
1,562.		EATON VANCE GLOBAL MACRO ABSOLUTE RETURN 1,609.					03/23/2011 -47.	06/17/2013
1,570.		FORWARD TACTICAL GROWTH A 1,506.					09/22/2011 64.	08/22/2013
6,226.		FRANKLIN/TEMPLETON GLOBAL BOND FUND CLAS 6,201.					03/15/2010 25.	07/11/2013
2,618.		GABELLI ABC ADVISOR FUND 2,493.					03/15/2010 125.	08/22/2013
616.		INVESCO HIGH YIELD MUNICIPAL FUND CLASS 583.					03/15/2010 33.	06/17/2013
7,026.		IVY ASSET STRATEGY FUND CLASS A 5,484.					03/15/2010 1,542.	07/11/2013

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)	
902.		JP MORGAN STRATEGIC INCOME OPPORTUNITIES 883.					03/15/2010 19.	08/22/2013
2,174.		MERGER FUND SBI 2,113.					06/04/2010 61.	08/22/2013
8,218.		OPPENHEIMER STEELPATH MLP INCOME FUND A 7,819.					03/23/2011 399.	07/11/2013
6,282.		PRINCIPAL INVESTORS PREFERRED SECURITIES 5,612.					05/24/2010 670.	07/11/2013
3,476.		SPDR GOLD TRUST 3,647.					05/24/2010 -171.	07/11/2013
1,208.		TURNER SPECTRUM INVESTOR CLASS 1,171.					05/24/2010 37.	08/22/2013
10.		SPDR GOLD TRUST RETURN OF PRINCIPAL					10.	07/10/2013
33.		NEW ECONOMY SHORT TERM GAIN PER K-1					33.	
		SILVER CREEK - PER K-1 181.					-181.	
6,445.		CAPITAL GAINS DIVIDENDS					6,445.	
		SILVER CREEK LONG/SHORT - PER K1 5,908.					-5,908.	
		NEW ECONOMY GROWTH PARTNERS PER K1 357.					-357.	

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.		NUVEEN LONG/SHORT PER K1					1.	
5,257.		UBS 13476 NON DIVIDEND DISTRIBUTIONS					5,257.	
630.		UBS 13489 NON DIVIDEND DISTRIBUTIONS					630.	
430.		UBS 13492 NON DIVIDEND DISTRIBUTIONS					430.	
TOTAL GAIN (LOSS)							<u>28,002.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NEW ECONOMY GROWTH PARTNERS LP	28.	28.	28.
SILVER CREEK LONG/SHORT PARTNERS LP	314.	314.	314.
NUVEEN LONG/SHORT COMMODITY TOTAL RETURN	53.	53.	53.
TOTAL	<u>395.</u>	<u>395.</u>	<u>395.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
TAX EXEMPT INCOME	2,360.	2,360.	2,360.
SILVER CREEK LONG-SHORT PARTNERS LP	84.	84.	84.
UBS FINANCIAL SERVICES # 13476	33,162.	33,162.	33,162.
UBS FINANCIAL SERVICES # 13468	1.	1.	1.
UBS FINANCIAL SERVICES # 13492	2,217.	2,217.	2,217.
UBS FINANCIAL SERVICES # 13489	2,956.	2,956.	2,956.
TOTAL	<u>40,780.</u>	<u>40,780.</u>	<u>40,780.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SILVER CREEK LONG/SHORT PARTNERS - K-1 I	6,696.	6,696.	6,696.
NEW ECONOMY GROWTH PARTNERS - K-1 INFO	6,696.	6,696.	6,696.
NUVEEN LONG/SHORT COMMODITY TOTAL RETURN	-1,246.	-1,246.	-1,246.
OTHER	509.	509.	509.
TOTALS	12,655.	12,655.	12,655.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEESDESCRIPTIONREVENUE
AND
EXPENSES
PER BOOKS

LEGAL FEES

TOTALS

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & TAX	14,175.	14,175.	14,175.	
TOTALS	<u>14,175.</u>	<u>14,175.</u>	<u>14,175.</u>	

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SILVER CREEK L/S PARTNR LP K1	80.	80.	80.
TOTALS	80.	80.	80.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
PAYROLL TAXES	2,879.	2,879.	2,879.
FOREIGN TAX	99.	99.	99.
INCOME TAX	1,500.	1,500.	1,500.
TOTALS	<u>4,478.</u>	<u>4,478.</u>	<u>4,478.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BANK CHARGES	70.	70.	70.
ADVISORY FEES	6,620.	6,620.	6,620.
MISCELLANEOUS	943.	943.	943.
ADMINISTRATIVE EXPENSE	500.	500.	500.
SILVER CREEK L/S K1	1,481.	1,481.	1,481.
NEW ECONOMY GROWTH LP K1	11,685.	11,685.	11,685.
NUVEEN L/S COMMODITY K1	745.	745.	745.
TOTALS	<u>22,044.</u>	<u>22,044.</u>	<u>22,044.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED LIST			
MARKETABLE SECURITIES	982,793.	764,062.	760,636.
ALTERNATIVE INVESTMENTS	376,151.	327,583.	247,030.
TOTALS	<u>1,358,944.</u>	<u>1,091,645.</u>	<u>1,007,666.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PAYROLL TAXES OVERPAID	36.	36.	36.
TOTALS	<u>36.</u>	<u>36.</u>	<u>36.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION

PARTNERSHIP INVESTMENT
NEW ECONOMY GROWTH PARTNERS
LONG SHORT PARTNERS LP

TOTALS

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTION

PAYROLL TAXES WITHHELD

TOTALS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
J O STEWART JR 801 CERVANTES COURT EL PASO, TX 79922	VPRES & DIRECTOR	
MARLENE STEWART 801 CERVANTES COURT EL PASO, TX 79922	VPRES & DIRECTOR	
JAMES O STEWART III 745 WILLOW GLEN EL PASO, TX 79922	VPRES & DIRECTOR	
RON F ACTON 1328 CERRITO ALEGRE EL PASO, TX 79912	PRESIDENT & DIRECTOR	37,000.
MYRON BROWN 124 W. CASTELLANO - SUITE 100 EL PASO, TX 79912	VPRES & DIRECTOR	
	GRAND TOTALS	<u>37,000.</u>

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

RON ACTON
124 W. CASTELLANO - SUITE 213
EL PASO, TX 79912
915-833-6488

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING AND THE INFORMATION SHOULD INCLUDE
THE NAME OF THE CHARITY, THE PRIMARY FUNCTION OF THE CHARITY,
WHO THE CHARITY BENEFITS AND THE AMOUNT OF CONTRIBUTION REQUESTED

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLORY REBORN P.O. BOX 220233 EL PASO, TX 79913	NONE 501 (C) (3) CHARITY	CONTRIBUTION TO GENERAL FUND OF CHURCH	1,000.
CAMPUS CRUSADE FOR CHRIST P.O. BOX 62822 ORLANDO, FL 32862	NONE 501 (C) (3) CHARITY	PROMOTE CHRISTIANITY ON CAMPUSES	1,500.
CORONADO BAPTIST CHURCH THUNDERBIRD DRIVE EL PASO, TX 79912	NONE 501 (C) (3) CHARITY	CONTRIBUTION TO GENERAL FUND OF CHURCH	39,647.
EL PASO SYMPHONY ORCHESTRA P.O. BOX 180 EL PASO, TX 79942	NONE 501 (C) (3) CHARITY	PROMOTE THE ARTS IN EL PASO	26,200.
EL PASO PRO MUSICA P.O. BOX 13328 EL PASO, TX 79913	NONE 501 (C) (3) CHARITY	BRING CHRISTIAN AND OTHER CONCERTS TO EL PASO TO PROMOTE THE ARTS IN THIS AREA	30,000.
KINGS KIDS 936 W SUNSET EL PASO, TX 79922-2149	NONE 501 (C) (3) CHARITY	PROVIDE CHRISTIAN ENVIRONMENT FOR KIDS	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
LYDIA PATTERSON INSTITUTE 517 S. FLORENCE - P.O. BOX 11 EL PASO, TX 79940	NONE	501(C)(3) CHARITY	WORK SCHOLARSHIP PROGRAM FOR NEEDY CHILDREN	13,500
UNIVERSITY OF TEXAS UNIVERSITY OF TEXAS AT EL PASO 500 WEST UNIVERSITY EL PASO, TX 79998	NONE	501(C)(3) CHARITY	PROVIDE SCHOLARSHIPS AND EQUIPMENT	35,000.
RESCUE MISSION OF EL PASO 1949 WEST PAISANO DRIVE EL PASO, TX 79922	NONE	501(C)(3) CHARITY	PROVIDE FOR THE HOMELESS	35,000.
YOUTH WITH A MISSION P.O. BOX 60579 COLORADO SPRINGS, CO 80960	NONE	501(C)(3) CHARITY	INTERNATIONAL EVANGELISTIC MINISTRY FOR TEENS	250.
LIVING HOPE CHRISTIAN COUNSELING 6044 GATEWAY BOULEVARD - SUITE 506 EL PASO, TX 79902	NONE	501(C)(3) CHARITY	CHRISTIAN COUNSELING	3,000.
YMCA 701 MONTANA AVENUE EL PASO, TX 79902	NONE	501(C)(3) CHARITY	CONTRIBUTION TO "RIDE TO THE RESCUE" CAPITAL CAMPAIGN	1,770.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOSPICE OF EL PASO 2525 E. MISSOURI EL PASO, TX 79903	NONE 501 (C) (3) CHARITY	TO AID IN PROVIDING CARE FOR TERMINALLY ILL PATIENTS AND SUPPORT TO THEIR FAMILIES DURING THE ILLNESS AND BEREAVEMENT PERIOD	10,000.
EL PASO BAPTIST CLINIC 8308 ECHO ST. EL PASO, TX 79904	NONE 501 (C) (3) CHARITY	FREE MEDICAL CARE FOR THE MEDICALLY INDIGENT	200.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129	NONE 501 (C) 3 CHARITY	TO PRESENT TO ATHLETES AND COACHES AND ALL WHOM THEY INFLUENCE THE CHALLENGE AND ADVENTURE OF RECEIVING JESUE CHRIST.	1,000.
ST. MARK'S PSC 5005 LOVE ROAD EL PASO, TX 79922	NONE 501 (C) (3) CHARITY	CHILD CARE AND EDUCATION	10,500.
NAT'L PSORIASIS FOUNDATION 6600 SW 92ND AVE SUITE 300 PORTLAND, OR 972237195	501 (C) 3 CHARITY	TO FIND A CURE AND ELIMINATE EFFECTS THROUGH RESEARCH, ADVOCACY & EDUCATION.	250.
ALZHEIMER'S ASSOCIATION 4687 N. MESA SUITE 200 EL PASO, TX 79912	NONE 501 (C) 3 CHARITY	TO ELIMINATE ALZHEIMER'S DISEASE AND REDUCE RISKS THROUGH THE PROMOTION OF BRAIN HEALTH.	400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CUIDAD NUEVA COMMUNITY OUTREACH 810 N. CAMPBELL EL PASO, TX 79901	NONE 501 (C) (3) CHARITY	ADVANCING THE RENEWAL AND DEVELOPMENT OF INNER CITY EL PASO	500.
PDN CHILDREN'S DEVELOPMENT CENTER 1101 E. SCHUSTER AVE EL PASO, TX 79902	NONE 501 (C) (3) CHARITY	HELPING CHILDREN WITH DISABILITIES BY THERAPY, EDUCATION AND DAY-CARE	20,000.
BILLY GRAHAM EVANGELISTIC ASSOC 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE 501 (C) (3) CHARITY	EVANGELISTIC MINISTRIES	500.
BARBARA CUETO MINISTRIES P.O. BOX 732 CLOUDCROFT, NM 88317	NONE 501 (C) (3) CHARITY	INTERNATIONAL EVALGELISTIC MINISTRIES	8,500.
KSCE-TV CHANNEL 38 CHRISTIAN TELEVISION 2201 WYOMING EL PASO, TX 79903	NONE 501 (C) (3) CHARITY	PROMOTE CHRISTIAN TELEVISION	9,000.
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVE STE 400 AUSTIN, TX 78701	NONE 501 (C) (3) CHARITY	TO PROMOTE AND DEFEND LIBERTY, PERSONAL RESPONSIBILITY AND FREE ENTERPRISE IN TEXAS AND THE NATION.	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MARCH OF DIMES 215 NORTH STANTON STREET EL PASO, TX 79901	NONE 501 (C) (3) CHARITY		RESOURCES FOR REDUCING INFANT MORTALITY AND BIRTH DEFECTS	2,000.
DISCOVERY INSTITUTE 208 COLUMBIA STREET SEATTLE, WA 98104	NONE 501 (C) (3) CHARITY		ADVANCE A CULTURE OF PURPOSE, CREATIVITY AND INNOVATION	200.
EL PASO PRO MUSICA GUILD 6557 NORTH MESA EL PASO, TX 79912	NONE 501 (C) (3) CHARITY		MAKING THE ART OF CHAMBER MUSIC AVAILABLE TO THE COMMUNITY	1,200.
EL PASO DIABETES ASSOCIATION 1220 MONTANA AVE EL PASO, TX 79902	NONE 501 (C) (3) CHARITY		ELIMINATE DIABETES AND ITS COMPLICATIONS THROUGH EMPOWERMENT, PROMOTION, DETECTION AND ACCESS	1,000.
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET NW WASHINGTON, DC 20005			TO TRANSFORM PUBLIC POLICY THROUGH RESEARCH AND MARKETING.	100.
WAYSIDE TEEN CENTER 10964 MONTODD ST EL PASO, TX 79935			PROVIDE A SAFE AND ENCOURGING ENVIRONMENT FOR TEENS.	300.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WOUNDED WARRIOR PROJECT
4899 BELFORT ROAD
SUITE 300
JACKSONVILLE, FL 32256

ASSIST WOUNDED SERVICEMEN AND WOMEN TO REGAIN
THEIR I NDEPENDENCE AND BEGIN REBUILDING THEIR
LIVES.

250.

FREEDOM WORKS FOUNDATION
400 NORTH CAPITAL STREET NW
SUITE 765
WASHINGTON, DC 20001

SERVICE CENTER FOR THOSE WHO BELIEVE IN
INDIVIDUAL LIBERTY AND CONSTITUTIONALLY-LIMITED
GOVERNMENT.

1,000.

FRACTURED ATLAS
248 WEST 35TH ST
10TH FLOOR
NEW YORK, NY 10001

EMPOWERS ARTISTS TO SUCEED AS ENTREPRENEURS.

2,500.

CRISWELL COLLEGE
4010 GASTON AVE
DALLAS, TX 75246

SUPPORT CHRISTIAN COLLEGE AND DIVINITY SCHOOL.

7,200.

LAS AMERICAS IMMIGRANT ADVOCACY CENTER
1500 E. YANDELL
EL PASO, TX 79902

PROVIDE HIGH QUALITY LEGAL REPRESENTATION TO
IMMIGRANTS AND ADVOCATE HUMAN RIGHTS.

100.

CHOICE HOSPICE OF TEXAS
800 N MESA ST
EL PASO, TX 79902

DEMENTIA CARE FACILITY

100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS			
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001		PUBLIC POLICY RESEARCH DEDICATED TO INDIVIDUAL LIBERTY, LIMITED GOVERNMENT, FREE MARKETS AND PEACE.	1,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC		FORMULATE AND PROMOTE CONSERVATIVE PUBLIC POLICIES BASED ON FREE ENTERPRISE, LIMITED GOVERNMENT, INDIVIDUAL FREEDOM, TRADITIONAL AMERICAN VALUES AND A STRONG NATIONAL DEFENSE.	1,000.
HEALING PLACE CHURCH 5312 RIO BRAVO STE 12 SANTA TERESA, NM 88008		FULL GOSPEL, NON-DENOMINATIONAL MINISTRY.	600.
THE MUSTARD SEED CAFE 1140 ST. VRAIN EL PASO, TX 79902		TO COMBAT PHYSICAL AND SPIRITUAL HUNGER LOCALLY.	500.
GO TELL CRUSADE P.O. BOX 2138 DULUTH, GA 30096		CHRISTIAN MINISTRY UNITING CHURCHES TO PROVIDE LEADERSHIP, VISION AND RESOURCES.	10,000.
EL PASO COMMUNITY FOUNDATION P.O. BOX 272 EL PASO, TX 79943-0272		PHILANTHROPIC SERVICES IN THE REGION AS A GRANT MAKER, CONVENER AND LEADERSHIP ORGANIZATION TO THE COMMUNITY.	3,500.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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COMMUNITY FOUNDATION OF NORTHWEST COLORADO 515 YAMPA AVE CRAIG, CO 81625		EQUINE THERAPY RIDING PROGRAM	950.
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TOTAL CONTRIBUTIONS PAID 283,717.