Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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

Name of foundation: MICHAEL B. MORROW FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address): 13515 ALCHESTER
Room/suite:

City or town, state, and ZIP code: HOUSTON, TX 77079

A Employer identification number 76-0454125

B Telephone number 713-803-3630

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)* ▶$ 336,664.

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).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	10,157.	10,157.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	35,284.			
	b	Gross sales price for all assets on line 6a 476,298.				
	7	Capital gain net income (from Part IV, line 2)		35,284.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	45,441.	45,441.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	750.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	105.	105.		0.
	b	Accounting fees STMT 3	2,250.	2,250.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	30.	30.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,135.	2,385.		0.
	25	Contributions, gifts, grants paid	16,500.			16,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	19,635.	2,385.		16,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	25,806.			
	b	**Net investment income** (if negative, enter -0-)		43,056.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	42,435.	12,981.	12,981.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less, accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	258,460.	313,394.	323,683.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	300,895.	326,375.	336,664.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	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	300,895.	326,375.	
	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			
	30 **Total net assets or fund balances**	300,895.	326,375.	
	31 **Total liabilities and net assets/fund balances**	300,895.	326,375.	

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	300,895.
2 Enter amount from Part I, line 27a	2	25,806.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	326,701.
5 Decreases not included in line 2 (itemize) ▶ 2010 INCOME TAXES	5	326.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	326,375.

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	SHORT-TERM GAIN ON SECURITIES		VARIOUS	VARIOUS
b	SHORT-TERM LOSS ON SECURITIES		VARIOUS	VARIOUS
c	LONG-TERM GAIN ON SECURITIES		VARIOUS	VARIOUS
d	LONG-TERM LOSS ON SECURITIES		VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	133,598.		125,568.	8,030.
b	136,697.		140,907.	-4,210.
c	171,075.		137,700.	33,375.
d	33,174.		36,839.	-3,665.
e	1,754.			1,754.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) 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	
a				8,030.
b				-4,210.
c				33,375.
d				-3,665.
e				1,754.

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	35,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	16,500.	327,315.	.050410
2008	20,200.	328,263.	.061536
2007	19,700.	419,475.	.046963
2006	19,200.	404,923.	.047416
2005	19,200.	385,314.	.049829

2 Total of line 1, column (d)	2	.256154
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	.051231
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	338,375.
5 Multiply line 4 by line 3	5	17,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	431.
7 Add lines 5 and 6	7	17,766.
8 Enter qualifying distributions from Part XII, line 4	8	16,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	1	861.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	861.
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	861.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c 1,100.		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,100.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	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	231.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 231. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ MARLENE STIRL Telephone no. ▶ 713-803-3630

Located at ▶ 13515 ALCHESTER, HOUSTON, TX ZIP+4 ▶ 77079

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of 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? ☐ 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 page 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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)? ☐ Yes ☒ No

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		750.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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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	322,738.
b	Average of monthly cash balances	1b	20,790.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	343,528.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	343,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,153.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	338,375.
6	**Minimum investment return.** Enter 5% of line 5	6	16,919.

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	16,919.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 861.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	861.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,058.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,058.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,058.

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	16,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				16,058.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			15,899.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 16,500.				
a Applied to 2009, but not more than line 2a			15,899.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				15,457.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

JOHN AND CONNIE MORROW

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 of the person to whom applications should be addressed:

MARLENE STIRL
13515 ALCHESTER, HOUSTON, TX 77079

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

IN WRITING

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:

NONE

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				
BERING-OMEGA COMMUNITY P. O. BOX 540517 HOUSTON, TX 77254-0517	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED DONATION	7,800.
MOBILE LOAVES AND FISHES 5524 BEE CAVE ROAD, BLDG. M AUSTIN, TX 78746	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED DONATION	2,000.
MY FRIENDS FOUNDATION P.O. BOX 25294 HOUSTON, TX 77265	JOHN MORROW IS A DIRCTOR OF	PUBLIC CHARITY	UNRESTRICTED DONATION	5,500.
THE GLADNEY FUND 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132-4122	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED DONATION	1,200.
Total			▶ 3a	16,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	10,157.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	35,284.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		45,441.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 45,441.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Kellye Morrow Babin — Signature of officer or trustee

112.6.11 — Date

President — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ROBERT L ERWIN		11-21-11		P01281396

Firm's name ▶ MELTON & MELTON, LLP

Firm's EIN ▶

Firm's address ▶ 6002 ROGERDALE RD., SUITE 200
HOUSTON, TX 77072

Phone no. 281-759-1120

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Schedule D

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	Short Gain												
585200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	8.0000	7/6/2009	PURCHASE	6/30/2010	2010	Short	617.33	523.84	93.49		
585200	VANGUARD REIT ETF	922908553	31.0000	8/24/2009	PURCHASE	8/10/2010	2010	Short	1,591.56	1,216.57	374.99		
585200	VANGUARD REIT ETF	922908553	9.0000	1/14/2010	PURCHASE	8/10/2010	2010	Short	462.06	405.08	56.98		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	34.4300	8/26/2009		8/10/2010	2010	Short	377.35	371.50	5.85		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	14.0680	12/16/2009		8/10/2010	2010	Short	154.19	152.23	1.96		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	9.7610	12/21/2009	REINVEST	8/10/2010	2010	Short	106.98	104.34	2.64		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	2.6880	12/21/2009	REINVEST	8/10/2010	2010	Short	29.46	28.74	0.72		
585200	VANGUARD DIVIDEND GROWTH - IV	921908604	109.5820	7/8/2010		8/10/2010	2010	Short	1,441.00	1,380.73	60.27		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	1.0590	12/21/2009	REINVEST	8/11/2010	2010	Short	11.61	11.32	0.29		
585200	FIDELITY FLOATING RATE HIGH INCOME	315916783	5.2990	12/7/2009	REINVEST	10/26/2010	2010	Short	51.61	49.02	2.59		
585200	DRIEHAUS ACTIVE INCOME FUND	262028855	44.8810	8/12/2010		12/13/2010	2010	Short	508.50	492.79	15.71		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	41.0000	2/26/2010	PURCHASE	1/24/2011	2011	Short	1,913.40	1,596.51	316.89		
585200	MARKET VECTORS GOLD MINERS	57060U100	68.0000	6/30/2010	PURCHASE	1/24/2011	2011	Short	3,613.44	3,561.81	51.63		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	50.0000	4/20/2010	PURCHASE	1/24/2011	2011	Short	2,015.75	1,854.88	160.87		
585200	ISHARES IBOXX$ INVEST	464287242	35.0000	6/30/2010	PURCHASE	1/24/2011	2011	Short	3,796.97	3,795.39	1.58		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	GRADE CORP BOND FUND												
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	20.0000	12/13/2010	PURCHASE	1/24/2011	2011	Short	2,169.70	2,164.79	4.91		
585200	ISHARES S&P PREF STK INDX	464288687	27.0000	6/30/2010	PURCHASE	1/24/2011	2011	Short	1,052.53	1,003.85	48.68		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	149.8040	7/6/2010		1/25/2011	2011	Short	5,884.30	4,720.32	1,163.98		
585200	MUTUALHEDGE FRONTIER LEG - A	66537V682	662.3180	8/12/2010		1/25/2011	2011	Short	6,676.17	6,437.73	238.44		
585200	MUTUALHEDGE FRONTIER LEG - A	66537V682	0.0050	12/29/2010	REINVEST	1/25/2011	2011	Short	0.05	0.05	0.00		
585200	PIMCO EMERG MARKETS BOND-INS	693391559	860.7720	5/20/2010		1/25/2011	2011	Short	9,528.75	9,020.89	507.86		
585200	PIMCO EMERG MARKETS BOND-INS	693391559	1.4500	5/28/2010	REINVEST	1/25/2011	2011	Short	16.05	15.23	0.82		
585200	PIMCO EMERG MARKETS BOND-INS	693391559	3.6200	6/30/2010	REINVEST	1/25/2011	2011	Short	40.07	38.77	1.30		
585200	WASATCH HOISINGTON US TREASURY	936772300	48.2580	12/28/2010	REINVEST	1/25/2011	2011	Short	659.69	648.59	11.10		
585200	DRIEHAUS ACTIVE INCOME FUND	262028855	690.0000	8/12/2010		1/25/2011	2011	Short	7,748.70	7,576.20	172.50		
585200	VANGUARD DIVIDEND GROWTH - IV	921908604	1,220.3560	7/8/2010		1/25/2011	2011	Short	18,012.45	15,376.49	2,635.96		
585200	VANGUARD CONVERTIBLE SECURITIES - INVESTOR	922023106	15.2350	12/29/2010	REINVEST	1/25/2011	2011	Short	209.02	203.85	5.17		
585200	VANGUARD CONVERTIBLE SECURITIES - INVESTOR	922023106	10.6080	12/29/2010	REINVEST	1/25/2011	2011	Short	145.54	141.93	3.61		
585200	ISHARES RUSSELL 3000 INDEX	464287689	5.0000	1/24/2011	PURCHASE	3/8/2011	2011	Short	396.04	383.26	12.78		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
585200	ISHARES MSCI ACWI EX US INDX	464288240	10.0000	1/24/2011	PURCHASE	3/8/2011	2011	Short	455.69	447.09	8.60		
585200	IPATH GSCI TOTAL RETURN	06738C794	60.0000	1/24/2011	PURCHASE	3/8/2011	2011	Short	2,256.75	2,042.44	214.31		
585200	ABSOLUTE STRATEGIES FUND - I	34984T600	328.9260	8/12/2010		3/8/2011	2011	Short	3,578.71	3,496.48	82.23		
585200	ISHARES S&P NAT AMT - FREE MUNI FUND	464288414	5.0000	1/24/2011	PURCHASE	3/23/2011	2011	Short	499.79	492.36	7.43		
585200	WISDOMTREE EMRG MKTS DEBT	97717X867	5.0000	1/24/2011	PURCHASE	3/23/2011	2011	Short	256.54	253.53	3.01		
585200	VANGUARD MSCI EMERG MARKET ETF	922042858	20.0000	1/24/2011	PURCHASE	5/19/2011	2011	Short	957.18	949.13	8.05		
585200	ISHARES RUSSELL 3000 INDEX	464287689	10.0000	1/24/2011	PURCHASE	5/19/2011	2011	Short	802.38	766.53	35.85		
585200	I SHARES MSCI EAFE INDEX FD	464287465	855.0000	3/23/2011	PURCHASE	5/19/2011	2011	Short	52,295.32	50,656.27	1,639.05		
585200	DRIEHAUS ACTIVE INCOME FUND	262028855	290.2580	8/12/2010		5/20/2011	2011	Short	3,265.40	3,187.03	78.37		
									133,598.05	**125,567.58**	**8,030.47**		
	<u>Short Loss</u>												
585200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	70.0000	1/14/2010	PURCHASE	6/30/2010	2010	Short	5,401.65	5,931.66	-530.01		
585200	HIGHBRIDGE STAT MARKET NEUTRAL FUND - SELECT	4812A2439	48.6500	8/26/2009	PURCHASE	8/10/2010	2010	Short	745.81	783.27	-37.46		
585200	HIGHBRIDGE STAT MARKET NEUTRAL FUND - SELECT	4812A2439	14.9210	12/16/2009	PURCHASE	8/10/2010	2010	Short	228.74	236.63	-7.89		
585200	HIGHBRIDGE STAT MARKET NEUTRAL FUND - SELECT	4812A2439	14.1090	1/19/2010	PURCHASE	8/10/2010	2010	Short	216.29	222.35	-6.06		
585200	WASATCH HOISINGTON US TREASURY	936772300	396.9230	6/14/2010		1/25/2011	2011	Short	5,425.94	6,192.00	-766.06		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
585200	WASATCH HOISINGTON US TREASURY	936772300	211.4690	7/6/2010		1/25/2011	2011	Short	2,890.78	3,476.55	-585.77		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	163.7400	12/15/2010		1/25/2011	2011	Short	1,971.43	2,063.12	-91.69		
585200	PIMCO EMERG MARKETS BOND-INS	693391559	344.9060	10/14/2010		1/25/2011	2011	Short	3,818.11	4,000.91	-182.80		
585200	ISHARES MSCI ACWI EX US INDX	464288240	1,125.0000	1/24/2011	PURCHASE	3/23/2011	2011	Short	49,943.31	50,297.97	-354.66		
585200	MUTUALHEDGE FRONTIER LEG - A	66537V682	1,587.8890	3/18/2011		5/20/2011	2011	Short	16,244.10	16,323.50	-79.40		
585200	MUTUALHEDGE FRONTIER LEG - A	66537V682	67.8510	3/25/2011		5/20/2011	2011	Short	694.12	696.15	-2.03		
585200	ISHARES MSCI ACWI EX US INDX	464288240	1,110.0000	5/19/2011	PURCHASE	6/10/2011	2011	Short	49,117.00	50,682.60	-1,565.60		
									136,697.28	**140,906.71**	**-4,209.43**		
	Long Gain												
585200	ISHARES LEHMAN US TREAS INFLATION PROTECTED	464287176	55.0000	2/23/2009	PURCHASE	6/30/2010	2010	Long	5,873.29	5,480.25	393.04		
585200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	57.0000	12/17/2008	PURCHASE	6/30/2010	2010	Long	4,398.50	3,766.41	632.08		
585200	SPDR DJ WILSHIRE TOTAL MARKET	78464A805	87.0000	2/24/2009	PURCHASE	6/30/2010	2010	Long	6,713.48	4,802.20	1,911.28		
585200	JP MORGAN ALERIAN MLP INDEX	46625H365	75.0000	6/11/2009	PURCHASE	8/10/2010	2010	Long	2,468.31	1,704.00	764.31		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	40.0000	12/17/2008	PURCHASE	8/10/2010	2010	Long	1,661.23	1,040.42	620.81		
585200	ISHARES S&P EUROPE 350	464287861	40.0000	12/17/2008	PURCHASE	8/10/2010	2010	Long	1,458.12	1,269.02	189.10		
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	10.0000	12/23/2008	PURCHASE	8/10/2010	2010	Long	1,103.98	1,002.33	101.65		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
585200	ISHARES S&P PREF STK INDX	464288687	30.0000	3/4/2009	PURCHASE	8/10/2010	2010	Long	1,184.09	529.60	654.49		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	42.3340	12/27/2005		8/10/2010	2010	Long	1,437.24	1,429.80	7.44		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	1,002.7740	4/15/2009		8/10/2010	2010	Long	10,990.40	10,248.35	742.06		
585200	AQR DIVERSIFIED ARB FUND - I	00203H602	95.5260	7/8/2009		8/10/2010	2010	Long	1,046.97	1,001.11	45.86		
585200	MARKET VECTORS GOLD MINERS	57060U100	15.0000	2/23/2009	PURCHASE	10/11/2010	2010	Long	856.93	548.19	308.74		
585200	ISHARES S&P PREF STK INDX	464288687	70.0000	3/4/2009	PURCHASE	10/11/2010	2010	Long	2,771.95	1,235.74	1,536.21		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	26.0740	12/27/2005		10/11/2010	2010	Long	956.40	880.63	75.77		
585200	FIDELITY FLOATING RATE HIGH INCOME	315916783	272.8400	5/19/2008		10/26/2010	2010	Long	2,657.47	2,575.61	81.85		
585200	FIDELITY FLOATING RATE HIGH INCOME	315916783	632.0010	11/6/2008		10/26/2010	2010	Long	6,155.69	5,093.93	1,061.76		
585200	FIDELITY FLOATING RATE HIGH INCOME	315916783	32.3060	7/8/2009		10/26/2010	2010	Long	314.66	288.82	25.84		
585200	FIDELITY FLOATING RATE HIGH INCOME	315916783	44.7640	10/15/2009		10/26/2010	2010	Long	436.00	418.10	17.90		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	5.0000	12/17/2008	PURCHASE	12/13/2010	2010	Long	234.70	130.05	104.65		
585200	MARKET VECTORS GOLD MINERS	57060U100	20.0000	2/23/2009	PURCHASE	12/13/2010	2010	Long	1,252.62	730.92	521.70		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	15.0000	2/23/2009	PURCHASE	12/13/2010	2010	Long	575.54	374.59	200.95		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	14.7970	8/21/2008		12/13/2010	2010	Long	580.65	563.92	16.73		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
585200	ISHARES JAPAN	464286848	529.0000	12/17/2008	PURCHASE	1/24/2011	2011	Long	5,798.15	5,016.66	781.49		
585200	ISHARES JAPAN	464286848	52.0000	10/9/2009	PURCHASE	1/24/2011	2011	Long	569.95	518.94	51.01		
585200	ISHARES JAPAN	464286848	24.0000	10/28/2009	PURCHASE	1/24/2011	2011	Long	263.05	229.44	33.61		
585200	MARKET VECTORS GOLD MINERS	57060U100	113.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	6,004.70	4,129.69	1,875.00		
585200	MARKET VECTORS GOLD MINERS	57060U100	26.0000	4/13/2009	PURCHASE	1/24/2011	2011	Long	1,381.61	885.71	495.90		
585200	MARKET VECTORS GOLD MINERS	57060U100	18.0000	10/28/2009	PURCHASE	1/24/2011	2011	Long	956.50	752.04	204.46		
585200	SPDR GOLD TRUST	78463V107	28.0000	8/24/2009	PURCHASE	1/24/2011	2011	Long	3,648.00	2,611.15	1,036.85		
585200	JP MORGAN ALERIAN MLP INDEX	46625H365	125.0000	6/11/2009	PURCHASE	1/24/2011	2011	Long	4,590.09	2,840.00	1,750.09		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	32.0000	12/17/2008	PURCHASE	1/24/2011	2011	Long	1,493.40	832.33	661.06		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	85.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	3,966.81	1,791.82	2,174.99		
585200	ISHARES MSCI EMERGING MKT INDEX	464287234	140.0000	1/14/2010	PURCHASE	1/24/2011	2011	Long	6,533.57	5,952.93	580.64		
585200	ISHARES S&P PREF STK INDX	464288687	142.0000	3/4/2009	PURCHASE	1/24/2011	2011	Long	5,535.52	2,506.78	3,028.75		
585200	ISHARES S&P PREF STK INDX	464288687	6.0000	10/9/2009	PURCHASE	1/24/2011	2011	Long	233.90	214.91	18.99		
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	2.0000	12/23/2008	PURCHASE	1/24/2011	2011	Long	216.98	200.46	16.51		
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	90.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	9,763.63	8,706.79	1,056.84		
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	7.0000	7/6/2009	PURCHASE	1/24/2011	2011	Long	759.39	699.65	59.74		
585200	ISHARES IBOXX$ INVEST	464287242	3.0000	8/24/2009	PURCHASE	1/24/2011	2011	Long	325.45	311.32	14.13		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	GRADE CORP BOND FUND												
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	5.0000	10/9/2009	PURCHASE	1/24/2011	2011	Long	542.42	519.80	22.62		
585200	ISHARES IBOXX$ INVEST GRADE CORP BOND FUND	464287242	2.0000	12/14/2009	PURCHASE	1/24/2011	2011	Long	216.97	211.24	5.73		
585200	ISHARES S&P EUROPE 350	464287861	10.0000	12/17/2008	PURCHASE	1/24/2011	2011	Long	409.88	317.26	92.62		
585200	ISHARES S&P EUROPE 350	464287861	89.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	3,647.94	2,108.86	1,539.08		
585200	ISHARES S&P EUROPE 350	464287861	72.0000	1/14/2010	PURCHASE	1/24/2011	2011	Long	2,951.15	2,923.34	27.81		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	135.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	5,442.53	3,371.32	2,071.21		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	13.0000	7/6/2009	PURCHASE	1/24/2011	2011	Long	524.10	378.30	145.80		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	12.0000	12/14/2009	PURCHASE	1/24/2011	2011	Long	483.78	427.24	56.54		
585200	ISHARES S&P GLBL ENERGY SECT	464287341	72.0000	1/14/2010	PURCHASE	1/24/2011	2011	Long	2,902.68	2,671.65	231.03		
585200	ISHARES LEHMAN US TREAS INFLATION PROTECTED	464287176	67.0000	2/23/2009	PURCHASE	1/24/2011	2011	Long	7,161.85	6,675.94	485.90		
585200	ISHARES LEHMAN US TREAS INFLATION PROTECTED	464287176	17.0000	7/6/2009	PURCHASE	1/24/2011	2011	Long	1,817.18	1,709.86	107.32		
585200	ISHARES LEHMAN US TREAS INFLATION PROTECTED	464287176	7.0000	8/24/2009	PURCHASE	1/24/2011	2011	Long	748.25	714.84	33.41		
585200	ISHARES LEHMAN US TREAS INFLATION PROTECTED	464287176	4.0000	10/9/2009	PURCHASE	1/24/2011	2011	Long	427.57	411.04	16.53		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	6.3310	8/21/2008		1/25/2011	2011	Long	248.68	241.27	7.41		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	65.6700	11/6/2008		1/25/2011	2011	Long	2,579.52	1,729.10	850.42		
585200	MUTUAL GLOBAL	628380404	340.5560	1/19/2010		1/25/2011	2011	Long	10,288.20	9,385.73	902.47		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
	DISCOVERY - Z												
585200	VANGUARD CONVERTIBLE SECURITIES - INVESTOR	922023106	135.3210	12/17/2008		1/25/2011	2011	Long	1,856.61	1,242.25	614.35		
585200	VANGUARD CONVERTIBLE SECURITIES - INVESTOR	922023106	226.7560	2/23/2009		1/25/2011	2011	Long	3,111.09	2,081.62	1,029.47		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	14.4360	11/14/2008	REINVEST	1/25/2011	2011	Long	173.81	173.09	0.72		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	131.9720	11/14/2008	REINVEST	1/25/2011	2011	Long	1,588.94	1,582.34	6.60		
585200	JP MORGAN ALERIAN MLP INDEX	46625H365	10.0000	6/11/2009	PURCHASE	3/8/2011	2011	Long	375.59	227.20	148.39		
585200	ABSOLUTE STRATEGIES FUND - I	34984T600	1,179.0170	10/15/2009		3/8/2011	2011	Long	12,827.71	12,344.31	483.39		
585200	ABSOLUTE STRATEGIES FUND - I	34984T600	0.4030	12/10/2009	REINVEST	3/8/2011	2011	Long	4.38	4.24	0.14		
585200	VANGUARD REIT ETF	922908553	5.0000	1/14/2010	PURCHASE	3/8/2011	2011	Long	291.74	225.05	66.69		
585200	TFS MARKET NEUTRAL FUND - SELECT	872407101	212.4110	12/17/2008		5/20/2011	2011	Long	3,283.88	2,708.24	575.64		
									171,075.41	**137,699.78**	**33,375.57**		
	Long Gain Distribution												
585200	VANGUARD CONVERTIBLE SECURITIES - INVESTOR	922023106	362.0770		LTGAINRE	1/5/2011	2010	LongD			141.93		
585200	ARTIO GLOBAL HIGH INCOME - I	04315J860	1,005.1060		LTGAINRE	1/5/2011	2010	LongD			112.81		
585200	TFS MARKET NEUTRAL FUND - SELECT	872407101	816.5580		LTGAINRE	1/5/2011	2010	LongD			225.78		
585200	THE ARBITRAGE FUND - I	03875R205	971.5960		LTGAINRE	1/5/2011	2010	LongD			0.10		
585200	WASATCH HOISINGTON US TREASURY	936772300	608.3920		LTGAINRE	1/5/2011	2010	LongD			648.59		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
											1,129.21		
	Long Loss												
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	1.9850	12/27/2005		6/30/2010	2010	Long	26.70	31.18	-4.48		
585200	ISHARES BARCLAYS 20+ YR TREAS	464287432	5.0000	2/23/2009	PURCHASE	6/30/2010	2010	Long	507.14	523.89	-16.75		
585200	ISHARES S&P EUROPE 350	464287861	20.0000	12/17/2008	PURCHASE	6/30/2010	2010	Long	632.79	634.51	-1.72		
585200	HIGHBRIDGE STAT MARKET NEUTRAL FUND - SELECT	4812A2439	655.8290	2/24/2009	PURCHASE	8/10/2010	2010	Long	10,053.90	10,789.67	-735.77		
585200	HIGHBRIDGE STAT MARKET NEUTRAL FUND - SELECT	4812A2439	62.5310	7/8/2009	PURCHASE	8/10/2010	2010	Long	958.60	1,014.25	-55.65		
585200	ARTIO GLOBAL EQUITY FUND - I	04315J704	17.6980	8/21/2008		10/11/2010	2010	Long	649.16	674.48	-25.32		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	347.8090	12/27/2005		1/25/2011	2011	Long	4,187.63	5,464.08	-1,276.46		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	8.7540	11/17/2006	REINVEST	1/25/2011	2011	Long	105.40	137.08	-31.68		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	16.6700	11/17/2006	REINVEST	1/25/2011	2011	Long	200.71	261.06	-60.35		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	35.9720	11/9/2007	REINVEST	1/25/2011	2011	Long	433.10	564.04	-130.94		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	307.7760	11/6/2008		1/25/2011	2011	Long	3,705.62	4,490.45	-784.83		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	91.0660	4/15/2009		1/25/2011	2011	Long	1,096.43	1,192.06	-95.63		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	136.0650	7/8/2009		1/25/2011	2011	Long	1,638.22	1,791.97	-153.75		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	79.5850	8/26/2009		1/25/2011	2011	Long	958.20	1,029.04	-70.84		

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	51.7760	10/15/2009		1/25/2011	2011	Long	623.38	663.25	-39.87		
585200	HUSSMAN STRATEGIC GROWTH FUND	448108100	17.1450	12/16/2009		1/25/2011	2011	Long	206.43	219.80	-13.37		
585200	THE ARBITRAGE FUND - I	03875R205	484.6250	5/19/2008		3/8/2011	2011	Long	6,261.35	6,310.40	-49.05		
585200	ISHARES BARCLAYS 20+ YR TREAS	464287432	10.0000	2/23/2009	PURCHASE	3/23/2011	2011	Long	929.40	1,047.79	-118.39		
									33,174.17	**36,839.01**	**-3,664.85**		
	Uncategorized												
585200	TFS MARKET NEUTRAL FUND - SELECT	872407101	15.3800		REINVEST	12/10/2010	2010		-225.78	225.78	0.00		
585200	THE ARBITRAGE FUND - I	03875R205	0.0080		REINVEST	12/17/2010	2010		-0.10	0.10	0.00		
585200	WASATCH HOISINGTON US TREASURY	936772300	48.2580		REINVEST	12/28/2010	2010		-648.59	648.59	0.00		
585200	ARTIO GLOBAL HIGH INCOME - I	04315J860	11.0820		REINVEST	12/30/2010	2010		-112.81	112.81	0.00		
									-987.28	**987.28**	**0.00**		
								Total:	**473,557.63**	**442,000.36**	**34,660.97**		

Gain/Loss Summary

Short Term Gain	8,030.47
Short Term Losses	-4,209.43
Net Short Term Gain/Loss	3,821.04
Long Term Gain	33,375.57
Long Term Gain Distribution	1,129.21

Tax Worksheet

(Fiscal Yr: 06/2011 Version: Client)

Tax ID: 760454125

Account Number: 585200 **Account Name:** MICHAEL B. MORROW FDN AGENCY - TDF (SUB)

Administrator: RAY PETRVALSKY **Accountant:**

State of Domicile: Texas

Closed Date:

Long Term Losses	-3,664.85
Net Long Term Gain/Loss	30,839.93
Uncategorized Gain	0.00
Uncategorized Losses	0.00

	Short Term	Long Term	Last Update
Loss Carry Forward	0.00	0.00	1/1/1900

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME - PINNACLE MANAGEMENT	9,028.	0.	9,028.
LONG TERM CAPITAL GAINS DISTRIBUTIONS	1,754.	1,754.	0.
SHORT TERM CAPITAL GAINS DISTRIBUTIONS	1,129.	0.	1,129.
TOTAL TO FM 990-PF, PART I, LN 4	11,911.	1,754.	10,157.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	105.	105.		0.
TO FM 990-PF, PG 1, LN 16A	105.	105.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,250.	2,250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	2,250.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REDEMPTION FEES	30.	30.		0.
TO FORM 990-PF, PG 1, LN 23	30.	30.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PINNACLE	COST	313,394.	323,683.
TOTAL TO FORM 990-PF, PART II, LINE 13		313,394.	323,683.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN BURLESON P.O. BOX 58 WACO, TX 767030058	DIRECTOR 0.00	0.	0.	0.
MARLENE STIRL 13515 ALCHESTER HOUSTON, TX 77079	DIRECTOR 1.00	250.	0.	0.
JOHN W. MORROW, III 106 SCORPION DRIVE AUSTIN, TX 78734	DIRECTOR 1.00	250.	0.	0.
KELLYE BABIN 32 WATER FRONT AVENUE AUSTIN, TX 78734	DIRECTOR 1.00	250.	0.	0.
JOHN AND CONNIE MORROW 1100 UPTOWN PARK BLVD. #73 HOUSTON, TX 77056	MANAGERS 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		750.	0.	0.

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization MICHAEL B. MORROW FOUNDATION	**Employer identification number** 76-0454125
	Number, street, and room or suite no. If a P.O. box, see instructions. 13515 ALCHESTER	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77079	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARLENE STIRL
  13515 ALCHESTER - HOUSTON, TX 77079
  Telephone No. ▶ 713-803-3630 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,100.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 1,100.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841
01-03-11