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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation IVOR O'CONNOR MORGAN TRUST		A Employer identification number 75-0990320
Number and street (or P.O. box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) (800) 357-7094
Room/suite		
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,644,917.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	151,866.	151,866.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	178,555.			
b Gross sales price for all assets on line 6a	1,562,301.			
7 Capital gain net income (from Part IV, line 2)		178,555.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total , Add lines 1 through 11	330,421.	330,421.		
13 Compensation of officers, directors, trustees, etc.	44,941.	17,976.		26,965.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 4	1,350.	NONE	NONE	1,350.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 5	11,196.	2,133.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 6	12,490.			12,490.
24 Total operating and administrative expenses. Add lines 13 through 23	69,977.	20,109.	NONE	40,805.
25 Contributions, gifts, grants paid	250,000.			250,000.
26 Total expenses and disbursements Add lines 24 and 25	319,977.	20,109.	NONE	290,805.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	10,444.			
b Net investment income (if negative, enter -0-)		310,312.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	49,611.	81,876.	81,876.
	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)	1,574,514.	1,581,506.	1,882,868.
	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)	2,695,552.	2,672,782.	2,680,173.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,319,677.	4,336,164.	4,644,917.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,319,677.	4,336,164.	
	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)	4,319,677.	4,336,164.		
31	Total liabilities and net assets/fund balances (see instructions)	4,319,677.	4,336,164.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 4,319,677.
2	Enter amount from Part I, line 27a	2 10,444.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3 8,816.
4	Add lines 1, 2, and 3	4 4,338,937.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5 2,773.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,336,164.

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 PUBLICLY TRADED SECURITIES						
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 1,528,183.		1,383,746.	144,437.			
b						
c						
d						
e						
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			144,437.			
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	178,555.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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))
2010	185,824.	4,572,148.	0.04064260387
2009	279,747.	4,205,178.	0.06652441347
2008	373,739.	4,879,512.	0.07659352001
2007	155,114.	5,504,139.	0.02818133772
2006	255,188.	5,189,683.	0.04917217487
2 Total of line 1, column (d)			0.26111404994
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			0.05222280999
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4,884,480.
5 Multiply line 4 by line 3			255,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,103.
7 Add lines 5 and 6			258,184.
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.			290,805.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount overpaid is 2,065.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', '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?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) 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?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered (see instructions)', '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.', '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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.', 'Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.'

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 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) X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? X
Website address NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no. (817) 390-6028
Located at 500 W 7TH ST, 13TH FL, FORT WORTH, TX ZIP + 4 76102-4700
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here X
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, 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? Yes No X
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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
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 X
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 X
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 4b X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** Yes No
 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? 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** Yes No
 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? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		44,941.	-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		NONE	NONE	NONE

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

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

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

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

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3	

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	4,960,873.
b	Average of monthly cash balances	1b	-2,010.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,958,863.
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	NONE
3	Subtract line 2 from line 1d	3	4,958,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,383.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,884,480.
6	Minimum investment return. Enter 5% of line 5	6	244,224.

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	244,224.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,103.
2b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,103.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	241,121.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	241,121.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	241,121.

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	290,805.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	290,805.
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	3,103.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	287,702.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				241,121.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			169,754.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>290,805.</u>				
a Applied to 2010, but not more than line 2a			169,754.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				121,051.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				120,070.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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 2011, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
<p>a Paid during the year</p> <p>SEE STATEMENT 10</p>				
Total				▶ 3a 250,000.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows 1a(1) through 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 4-18-12 Title: TRUSTEE

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

Paid Preparer Use Only Print/Type preparer's name: BANK OF AMERICA, N.A. Preparer's signature: [Signature] Date: [] if self-employed PTIN: Firm's name: Firm's address: Firm's EIN: Phone no.

**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. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: **IVOR O'CONNOR MORGAN TRUST** Employer identification number: **75-0990320**

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -5,166.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 -5,166.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					34,118.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 149,603.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 183,721.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-5,166.
14	Net long-term gain or (loss):			
a	Total for year	14a		183,721.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		178,555.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	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: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, 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 14a and 15 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 14b, col (2) or line 14c, 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 14a and 15 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 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	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)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

IVOR O'CONNOR MORGAN TRUST
75-0990320
Balance Sheet
12/31/2011

Cusip	Asset	Units	Basis	Market Value
008882532	INVESCO INTL GROWTH FUND	5,726.872	143,000.00	145,061.67
009158106	AIR PRODS & CHEMS INC	225.000	18,982.25	19,167.75
018490102	ALLERGAN INC	445.000	28,806.95	39,044.30
023135106	AMAZON COM INC	195.000	24,490.34	33,754.50
029912201	AMERICAN TOWER CORP	410.000	18,236.90	24,604.10
032511107	ANADARKO PETE CORP	355.000	27,590.30	27,097.15
037833100	APPLE INC	235.000	49,596.26	95,175.00
04315J860	ARTIO GLOBAL HIGH INCOME FUND	9,492.941	100,000.00	88,284.35
125509109	CIGNA CORP	405.000	19,101.61	17,010.00
150870103	CELANESE CORP DEL	430.000	10,261.74	19,036.10
151020104	CELGENE CORP	540.000	31,460.06	36,504.00
166764100	CHEVRON CORP	400.000	40,592.65	42,560.00
172967424	CITIGROUP INC	650.000	16,048.04	17,101.50
189754104	COACH INC	365.000	20,192.43	22,279.60
197199409	COLUMBIA ACORN FUND	6,992.137	175,000.00	192,703.30
197199813	COLUMBIA ACORN INTERNATIONAL	2,085.291	71,000.00	71,546.33
19765N567	COLUMBIA SMALL CAP VALUE I FUND	1,995.448	74,158.70	82,132.64
19765Y688	COLUMBIA SELECT LARGE CAP	18,628.598	189,080.27	223,915.75
22160K105	COSTCO WHSL CORP NEW	530.000	39,614.51	44,159.60
254687106	DISNEY WALT CO	915.000	31,642.81	34,312.50
260003108	DOVER CORP	485.000	23,946.54	28,154.25
268648102	EMC CORP	1,635.000	16,948.09	35,217.90
30161N101	EXELON CORP	326.000	12,973.30	14,138.62
269858304	EAGLE SM CAP GROWTH FUND	3,162.055	120,000.00	120,790.50
303726103	FAIRCHILD SEMICONDUCTOR INTL	940.000	16,604.06	11,317.60
375558103	GILEAD SCIENCES INC	720.000	28,524.46	29,469.60
38141G104	GOLDMAN SACHS GROUP INC	310.000	46,109.41	28,033.30
38259P508	GOOGLE INC	55.000	32,552.40	35,524.50
411511306	HARBOR INTERNATIONAL FUND	2,728.487	143,000.00	143,109.14
416515104	HARTFORD FINL SVCS GROUP INC	595.000	11,186.71	9,668.75
42809H107	HESS CORP	315.000	22,375.03	17,892.00
444859102	HUMANA INC	205.000	17,810.66	17,960.05
445658107	HUNT J B TRANS SVCS INC	315.000	13,766.04	14,197.05
45865V100	INTERCONTINENTAL EXCHANGE INC	235.000	26,204.17	28,329.25
459200101	INTERNATIONAL BUSINESS MACHS	350.000	27,295.53	64,358.00
461202103	INTUIT	550.000	26,432.75	28,924.50
46625H100	J P MORGAN CHASE & CO	1,095.000	50,338.21	36,408.75
47803W406	JOHN HANCOCK FDS III DISCIPLINED	11,345.219	140,000.00	128,087.52
481165108	JOY GOBAL INC	115.000	10,427.29	8,621.55
52106N889	LAZARD EMERGING MKTS EQUITY	16,957.405	302,175.37	284,884.40
58155Q103	MCKESSON CORP	370.000	17,007.18	28,826.70
58405U102	MEDCO HLTH SOLUTIONS INC	360.000	21,158.30	20,124.00
594918104	MICROSOFT CORP	1,800.000	43,950.94	46,728.00
63872W409	NATIXIS FDS TR IV AEW REAL	8,258.955	114,957.02	140,319.65
637071101	NATIONAL OILWELL VARCO INC	400.000	25,323.64	27,196.00
655664100	NORDSTROM INC	485.000	17,049.30	24,109.35
674599105	OCCIDENTAL PETE CORP DEL	395.000	19,261.59	37,011.50
675232102	OCEANEERING INTL INC	490.000	17,934.37	22,603.70
693390700	PIMCO TOTAL RETURN FUND	69,572.774	770,700.00	756,256.05
693475105	PNC FINL SVCS GROUP INC	520.000	18,947.07	29,988.40

IVOR O'CONNOR MORGAN TRUST
75-0990320
Balance Sheet
12/31/2011

Cusip	Asset	Units	Basis	Market Value
701094104	PARKER HANNIFIN CORP	380.000	17,854.62	28,975.00
713448108	PEPSICO INC	725 000	46,229.93	48,103.75
718172109	PHILIP MORRIS INTL INC	1,205.000	50,797.51	94,568.40
722005667	PIMCO COMMODITY REALRETURN	32,032.149	237,510.60	209,490.25
72201F409	PIMCO EMERGING MKT CURRENCY	4,620.061	45,600.00	45,784.80
74144T108	PRICE T ROWE GROUP INC	665.000	35,403.30	37,871.75
741503403	PRICELINE COM INC	50.000	25,553.07	23,385.50
744320102	PRUDENTIAL FINL INC	690.000	36,403 12	34,582 80
747525103	QUALCOMM INC	250 000	13,641.35	13,675.00
748356102	QUESTAR CORP	1,215 000	19,148.07	24,129.90
767204100	RIO TINTO PLC	560 000	28,483.60	27,395.20
77956H104	ROWE T PRICE INTL FDS INC	4,908.271	46,600 00	47,806 56
780259206	ROYAL DUTCH SHELL PLC	580 000	42,690.71	42,392.20
806857108	SCHLUMBERGER LTD	355 000	21,756.39	24,250.05
816851109	SEMPRA ENERGY	620.000	31,106.22	34,100 00
872540109	TJX COS INC NEW	900 000	39,922.40	58,095.00
882508104	TEXAS INSTRS INC	800.000	19,362.61	23,288.00
883556102	THERMO FISHER SCIENTIFIC CORP	675.000	35,858.88	30,354.75
911312106	UNITED PARCEL SVC INC	270.000	14,593.20	19,761.30
913017109	UNITED TECHNOLOGIES CORP	818 000	35,398.87	59,787 62
92343V104	VERIZON COMMUNIATIONS INC	830.000	30,780 60	33,299.60
949746101	WELLS FARGO & CO	1,085.000	29,012 18	29,902 60
966837106	WHOLE FOODS MKT INC	430.000	29,084 20	29,919.40
G1151C101	ACCENTURE PLC	155.000	7,709 02	8,250.65
H89128104	TYCO INTL LTD	860 000	29,972.17	40,170 60
	Cash/Cash Equivalent	81,876 060	81,876.06	81,876 06
	Totals:		<u>4,336,163.93</u>	<u>4,644,917.46</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,055.	2,055.
ABBOTT LABS	856.	856.
AIR PRODS & CHEMS INC	197.	197.
ALLERGAN INC	122.	122.
AMERICAN TOWER CORP	144.	144.
AMGEN INC COM	102.	102.
ANADARKO PETE CORP	32.	32.
APACHE CORP	203.	203.
ARTIO GLOBAL HIGH INCOME FUND CL I	7,155.	7,155.
AUTOLIV INC	255.	255.
AVON PRODS INC	279.	279.
CELANESE CORP DEL SER A COM	95.	95.
CHEVRONTEXACO CORP COM	948.	948.
COACH INC COM	55.	55.
COLUMBIA ACORN FUND CLASS Z SHARES	580.	580.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,272.	2,272.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	359.	359.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	1,818.	1,818.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	321.	321.
COSTCO WHOLESALE CORP	361.	361.
DISNEY (WALT) COMPANY	228.	228.
DISCOVER FINL SVCS COM	226.	226.
DOVER CORP	506.	506.
EL PASO CORP COM	7.	7.
EXELON CORP COM	685.	685.
FIFTH THIRD BANCORP COM	200.	200.
FLOWERVE CORP	65.	65.
GANNETT INC	80.	80.
GOLDMAN SACHS GROUP INC	424.	424.
HARBOR INTERNATIONAL FUND INSTL CL	4,068.	4,068.
HESS CORP COM	42.	42.
HEWLETT PACKARD CO COM	151.	151.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNT J B TRANS SVCS INC	41.	41.
INTERNATIONAL BUSINESS MACHS	1,050.	1,050.
INTUIT INC	62.	62.
J P MORGAN CHASE & CO COM	912.	912.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	400.	400.
JOY GLOBAL INC COM	81.	81.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	9,915.	9,915.
MCKESSON HBOC INC	281.	281.
MICROSOFT CORP	1,317.	1,317.
MURPHY OIL CORP	113.	113.
NATIONAL OILWELL VARCO INC COM	93.	93.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,667.	1,667.
NORDSTROM INC	391.	391.
OCCIDENTAL PETROLEUM CORP	852.	852.
OCEANEERING INC COMMON	221.	221.
PIMCO TOTAL RETURN FUND INSTL	29,625.	29,625.
PNC BK CORP	467.	467.
PACKAGING CORP OF AMERICA	243.	243.
PARKER HANNIFIN CORP	568.	568.
PEPSICO INC	784.	784.
PHILIP MORRIS INTL INC COM	3,120.	3,120.
PIMCO COMMODITY REALRETURN STRATEGY FUND	57,453.	57,453.
PIMCO EMERGING MKT CURRENCY FUND INSTL	817.	817.
POTASH CORP SASK INC	31.	31.
PRICE T ROWE GROUP INC COM	859.	859.
PROCTER & GAMBLE CO	1,682.	1,682.
PRUDENTIAL FINL INC COM	1,001.	1,001.
QEP RES INC COM	26.	26.
QUESTAR CORP COMMON	753.	753.
RIO TINTO PLC SPONSORED ADR	537.	537.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	2,328.	2,328.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	1,504.	1,504.
SCHLUMBERGER LTD FOREIGN	339.	339.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEMPRA ENERGY	1,002.	1,002.
STAPLES INC	225.	225.
TJX COS INC NEW	597.	597.
TARGET CORP	531.	531.
TEXAS INSTRS INC	708.	708.
UNITED PARCEL SERVICE CL B	939.	939.
UNITED TECHNOLOGIES CORP	1,593.	1,593.
VERIZON COMMUNICATIONS	268.	268.
WELLS FARGO COMPANY	619.	619.
WHOLE FOODS MKT INC COM	17.	17.
ACCENTURE PLC CL A COM	105.	105.
TYCO INTL LTD NEW F COM	838.	838.
TOTAL	151,866.	151,866.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,350.			1,350.
TOTALS	1,350.	NONE	NONE	1,350.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	230.	230.
EXCISE TAX - PRIOR YEAR	3,895.	
FEDERAL EXCISE ESTIMATES	5,168.	
FOREIGN TAXES ON QUALIFIED FOR	1,261.	1,261.
FOREIGN TAXES ON NONQUALIFIED	642.	642.
TOTALS	11,196.	2,133.

IVOR O'CONNOR MORGAN TRUST

75-0990320

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING EXPENSES	12,490.	12,490.
TOTALS	----- 12,490. =====	----- 12,490. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2010	8,338.
HARBOR INTL FUND - FOREIGN TAX TIMING ADJ	478.

TOTAL	8,816.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
NET ROUNDING DIFFERENCE	6.
MUTUAL FUND ADJUSTMENT - 2011	2,385.
ROC ADJUSTMENT - 2010	382.

TOTAL	2,773.
	=====

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 1317
FORT WORTH, TX 76101-1317

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 44,941.

TOTAL COMPENSATION: 44,941.
=====

=====

RECIPIENT NAME:

CHILDREN'S MEDICAL FOUNDATION

ADDRESS:

1955 MOTOR ST
DALLAS, TX 75235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT MORGAN PEDIATRIC MEDICAL WING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 125,000.

RECIPIENT NAME:

CITY OF DALLAS

ADDRESS:

2200 ROSS AVE
DALLAS, TX 75201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT MORGAN HOME ANIMAL SHELTER

FOUNDATION STATUS OF RECIPIENT:

EXEMPT - MUNICIPALITY

AMOUNT OF GRANT PAID 125,000.

TOTAL GRANTS PAID:

250,000.

=====