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

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: THE MORTON FOUNDATION, INC.

A Employer identification number: 04-3288386

Number and street (or P O box number if mail is not delivered to street address): C/O CAROLYN SAYWARD 1 NATE'S WAY

Room/suite:

B Telephone number: (207) 361 2525

City or town, state, and ZIP code: CAPE NEDDICK, ME 03902

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1755628.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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	94919.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	6.	6.	6.	STATEMENT 1
	4	Dividends and interest from securities	47972.	47972.	47972.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-32125.			
	b	Gross sales price for all assets on line 6a 705064.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	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	110772.	47978.	47978.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	4691.	0.	0.	4691.
	b	Accounting fees				
	c	Other professional fees STMT 4	11175.	11175.	11175.	0.
	17	Interest				
	18	Taxes STMT 5	2052.	0.	2052.	0.
	19	Depreciation and depletion	755.	65.	2323.	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	70564.	0.	0.	70564.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	89237.	11240.	15550.	75255.
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements.** Add lines 24 and 25	89237.	11240.	15550.	75255.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	21535.			
	b	**Net investment income** (if negative, enter -0-)		36738.		
	c	**Adjusted net income** (if negative, enter -0-)			32428.	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2011)

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	25248.	49237.	49237.
	2	Savings and temporary cash investments	73464.	65427.	65427.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	451.		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons	309.		
	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 STMT 8	1151343.	1184773.	1230202.
	c	Investments - corporate bonds STMT 9	234585.	208249.	210434.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	190072.	190076.	199574.
	14	Land, buildings, and equipment: basis ▶ 15247.			
		Less accumulated depreciation STMT 11 ▶ 14493.	1509.	754.	754.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1676981.	1698516.	1755628.
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			
	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	16613.	16613.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1660368.	1681903.	
	30	**Total net assets or fund balances**	1676981.	1698516.	
	31	**Total liabilities and net assets/fund balances**	1676981.	1698516.	

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	1676981.
2	Enter amount from Part I, line 27a	2	21535.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1698516.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1698516.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	705064.		737189.	-32125.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-32125.

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	-32125.
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	-24973.

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))
2010	89519.	1620951.	.055226
2009	83208.	1395246.	.059637
2008	88380.	1187065.	.074453
2007	86466.	1560839.	.055397
2006	308657.	1621082.	.190402

2	Total of line 1, column (d)	2	.435115
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	.087023
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1785940.
5	Multiply line 4 by line 3	5	155418.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	367.
7	Add lines 5 and 6	7	155785.
8	Enter qualifying distributions from Part XII, line 4	8	75255.

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			1	735.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	735.
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	735.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	396.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	823.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1219.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	6.
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	478.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		478. **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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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) ▶ MA, ME			
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 2011 or the taxable year beginning in 2011 (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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CAROLYN M. SAYWARD Telephone no ▶207-361-2525

Located at ▶1 NATE'S WAY, CAPE NEDDICK, ME ZIP+4 ▶03902

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 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?	16		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

			Yes	No
	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			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 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 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.)* 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 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)? ☐ 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
CAROLYN M. SAYWARD SEE STATEMENT 8 1 NATE'S WAY CAPE NEDDICK, ME 03902	SECRETARY, DIRECTOR 10.00	0.	0.	0.
CHRISTINA C.M. WHITAKER SEE STATMNT 8 8 CUNNINGHAM ROAD FREEPORT, ME 04032	TREASURER,DIRECTOR 1.00	0.	0.	0.
A. KATHLEEN HASTINGS SEE STATEMENT 8 48 ANNIS LANE HOPE, ME 04847	PRESIDENT, DIRECTOR 2.00	0.	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

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 SEE STATEMENT 12	69633.
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1669712.
b	Average of monthly cash balances	1b	143425.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1813137.
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	1813137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27197.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1785940.
6	**Minimum investment return.** Enter 5% of line 5	6	89297.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a			
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	

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	75255.
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	75255.
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	75255.

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)

N/A

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years ______ , ______ , ______					
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010					
f Total of lines 3a through e					
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ ______					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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

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 ▶ 05/20/96

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) 2011	(b) 2010	(c) 2009	(d) 2008	(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	32428.	44239.	31426.	35727.	143820.
b 85% of line 2a	27564.	37603.	26712.	30368.	122247.
c Qualifying distributions from Part XII, line 4 for each year listed	75255.	89519.	83208.	88755.	336737.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	16979.	38434.	24702.	80115.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	75255.	72540.	44774.	64053.	256622.
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	59531.	54032.	46508.	39569.	199640.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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
a *Paid during the year*				
NONE				
Total			▶ 3a	0.
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			14	6.	
4 Dividends and interest from securities			14	47972.	
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			14	297.	-32422.
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.		48275.	-32422.

13 Total. Add line 12, columns (b), (d), and (e) 13 15853.

(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)
3,4	INVESTMENT INCOME USED TO FUND CHARITABLE ACTIVITIES

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) is based on all information of which preparer has any knowledge.

Carolyn M. Sayward | 12-22-12 | Director, Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ N self-employed	PTIN
BRADLEY JON NYSTEDT	Brad Nystedt	12/20/12		P00085729

Firm's name ▶ NYSTEDT & FLETCHER, PLLC

Firm's EIN ▶ 20-3036644

Firm's address ▶ 2970 N. SWAN ROAD - SUITE 221
TUCSON, AZ 85712

Phone no. 520-881-3900

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
THE MORTON FOUNDATION, INC.	04-3288386

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROLYN M. MORTON CHARITABLE LEAD TRUST DR. A KEITH WHITAKER,260 CANTON AVE MILTON, MA 02186	$ 94919.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE MORTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
04-3288386 PAGE 1 OF 8

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	160 DIRECTV CL A CLASS A		11/18/10	07/06/11
b	290 GLAXOSMITHKLINE PLC ADRFSPONSORED ADR 1 ADR R		11/18/10	07/06/11
c	47 ISHARES S&P GLOBAL GLOBAL TIMBER & FORESTRY		12/14/10	07/06/11
d	350 TEEKAY CORP F		11/18/10	07/07/11
e	110 PNC FINL SERVICES GP INC		12/31/10	07/07/11
f	540 GAP INC		11/18/10	07/07/11
g	110 AMERIPRISE FINANCIAL INC		11/18/10	07/12/11
h	1020 FORD MOTOR COMPANY NEW		11/18/10	07/15/11
i	530 QUESTAR CORPORATION		11/18/10	07/15/11
j	360 TIMKEN COMPANY		11/18/10	07/15/11
k	140 LILLY ELI & COMPANY		06/30/11	07/15/11
l	70 TIME WARNER CABLE		11/18/10	07/15/11
m	100 OWENS &MINOR INC HLDG CO		04/20/11	07/26/11
n	120 OWENS &MINOR INC HLDG CO		02/14/11	07/26/11
o	127 PROSHS ULTRASHT ETF NEW RUSSELL 2000		12/23/10	08/03/11

	(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	8293.		6730.	1563.
b	12621.		11701.	920.
c	2079.		2146.	-67.
d	10900.		11707.	-807.
e	6617.		6707.	-90.
f	10437.		11321.	-884.
g	6202.		5830.	372.
h	13394.		16888.	-3494.
i	9597.		9129.	468.
j	17425.		15910.	1515.
k	5325.		5251.	74.
l	5371.		4424.	947.
m	3153.		3353.	-200.
n	3784.		3677.	107.
o	6040.		6313.	-273.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(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				** 1563.
b				** 920.
c				** -67.
d				** -807.
e				** -90.
f				** -884.
g				** 372.
h				** -3494.
i				** 468.
j				** 1515.
k				** 74.
l				** 947.
m				** -200.
n				** 107.
o				** -273.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 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

** (SHORT-TERM)

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	87 BARCLAYS BANK IPATH ETN US TREASURY 10-YR BEAR		12/27/10	08/03/11
b	112 VANGUARD REIT		12/14/10	08/04/11
c	45 SPDR GOLD TRUST SPDR GOLD SHARES		12/14/10	08/10/11
d	99 BARCLAYS BANK IPATH ETN US TREASURY LONG BOND		08/03/11	08/19/11
e	3 DIREXION SHS EXCH TRD FDDAILY SMALL CAP BULL 3X		08/09/11	08/31/11
f	45 DIREXION SHS EXCH TRD FDDAILY SMALL CAP BULL 3		08/10/11	08/31/11
g	120 HELMERICH & PAYNE INC		11/18/10	09/02/11
h	230 BANK OF AMERICA CORP		11/18/10	09/02/11
i	390 HOST HOTELS & RESORTS REIT		05/26/11	09/02/11
j	70 POLARIS INDUSTRIES INC WITH STOCK SPLIT SHARES		11/18/10	09/02/11
k	38 CITIGROUP INC NEW		11/18/10	09/02/11
l	48 DIREXION SHS EXCH TRD FDDAILY SMALL CAP BULL 3		08/09/11	09/02/11
m	39 RYDEX ETF TRUST CANADIAN DOLLAR TRUST		12/14/10	09/15/11
n	870 INTEL CORP		11/18/10	09/16/11
o	350 CONAGRA FOODS INC		05/24/11	09/16/11

	(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	3468.		4691.	-1223.
b	6291.		6033.	258.
c	7719.		6158.	1561.
d	3618.		4289.	-671.
e	142.		125.	17.
f	2135.		1960.	175.
g	6652.		5527.	1125.
h	1696.		2702.	-1006.
i	4457.		6812.	-2355.
j	7262.		5151.	2111.
k	1087.		1642.	-555.
l	2000.		2000.	0.
m	3931.		3866.	65.
n	19139.		18443.	696.
o	8364.		8881.	-517.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				** -1223.
b				** 258.
c				** 1561.
d				** -671.
e				** 17.
f				** 175.
g				** 1125.
h				** -1006.
i				** -2355.
j				** 2111.
k				** -555.
l				** 0.
m				** 65.
n				** 696.
o				** -517.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 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

123591
05-01-11

** (SHORT-TERM)

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	120 DR PEPPER SNAPPLE GROUP		04/20/11	09/16/11
b	310 SANOFI ADR FSPONSORED ADR 2 ADR REP 1 ORD		11/18/10	09/16/11
c	550 DONNELLEY R R & SONS CO		11/18/10	09/16/11
d	110 SEADRILL LTD F		06/30/11	09/16/11
e	160 SEADRILL LTD F		11/18/10	09/16/11
f	180 CABLEVISION SYS NY GP A		07/07/11	09/16/11
g	260 SASOL LIMITED SPON ADR FSPONSORED ADR 1 ADR R		11/18/10	09/16/11
h	200 AMERISOURCEBERGEN CORP		11/18/10	09/16/11
i	17 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		06/23/11	09/22/11
j	66 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		06/23/11	09/22/11
k	1430 POWERSHRS DB GOLD FSHORT ETN		08/24/11	09/27/11
l	60 SPDR GOLD TRUST SPDR GOLD SHARES		12/14/10	09/27/11
m	183 RMR ASIA PAC R E FD NEW		02/17/11	09/29/11
n	174 VANGUARD INTL EQTY INDEXFTSE ALL WORLD EX US		12/14/10	09/29/11
o	34 ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND		07/06/11	09/29/11

	(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	4593.		4680.	-87.
b	10385.		10626.	-241.
c	8192.		8946.	-754.
d	3558.		3889.	-331.
e	5176.		5182.	-6.
f	3183.		4959.	-1776.
g	11978.		12473.	-495.
h	7874.		6247.	1627.
i	1911.		2158.	-247.
j	7420.		8383.	-963.
k	17784.		17079.	705.
l	9683.		8211.	1472.
m	2545.		3333.	-788.
n	6904.		8398.	-1494.
o	1661.		2045.	-384.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				** -87.
b				** -241.
c				** -754.
d				** -331.
e				** -6.
f				** -1776.
g				** -495.
h				** 1627.
i				** -247.
j				** -963.
k				** 705.
l				** 1472.
m				** -788.
n				** -1494.
o				** -384.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 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

** (SHORT-TERM)

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	152 ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND		12/14/10	09/29/11
b	81 ISHARES TR S&P LATN AMERS&P LATIN AMERICA 40 I		12/14/10	09/30/11
c	112 RMR ASIA PAC R E FD NEW		02/17/11	09/30/11
d	74 BARCLAYS BANK IPATH ETN DJ UBS AGRICULTURE SUB		05/24/11	10/04/11
e	0.8254 FIRST TR STRTGC HI NEW		12/14/10	10/11/11
f	181 WISDOMTREE TOTAL DIVIDNDTOTAL DIVIDEND		12/14/10	10/14/11
g	80 MARKET VECTORS ETF TRUSTRARE EARTH/STR MTLS ET		06/29/11	10/18/11
h	87 MARKET VECTORS ETF TRUSTRARE EARTH/STR MTLS ET		06/08/11	10/18/11
i	433 POWERSHS DB MULTI SECTORPOWERSHS DB ENERGY FU		12/14/10	10/19/11
j	430 RAYMOND JAMES FINL INC		11/18/10	10/25/11
k	50 DR PEPPER SNAPPLE GROUP		04/20/11	11/11/11
l	200 DR PEPPER SNAPPLE GROUP		11/18/10	11/11/11
m	45 TEUCRIUM CORN ETF CORN FUND		08/18/11	11/17/11
n	28 BARCLAYS BANK IPATH DJ UBS COTTON ETN		09/07/11	11/21/11
o	95 BARCLAYS BANK IPATH DJ UBS COCOA ETN		12/28/10	11/21/11

	(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	7425.		8896.	-1471.
b	3191.		4277.	-1086.
c	1485.		2040.	-555.
d	3857.		4651.	-794.
e	11.		11.	0.
f	8431.		8417.	14.
g	1378.		2025.	-647.
h	1498.		2161.	-663.
i	11839.		11247.	592.
j	12578.		12758.	-180.
k	1867.		1950.	-83.
l	7470.		7417.	53.
m	1813.		2135.	-322.
n	1561.		1944.	-383.
o	3132.		4157.	-1025.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				** -1471.
b				** -1086.
c				** -555.
d				** -794.
e				** 0.
f				** 14.
g				** -647.
h				** -663.
i				** 592.
j				** -180.
k				** -83.
l				** 53.
m				** -322.
n				** -383.
o				** -1025.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 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	

** (SHORT-TERM)

THE MORTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	33 BARCLAYS BANK IPATH DJ UBS COTTON ETN		08/18/11	11/21/11
b	340 CABLEVISION SYS NY GP A		07/07/11	11/22/11
c	100 HEWLETT-PACKARD COMPANY		07/15/11	11/22/11
d	270 HONDA MOTOR CO LTD ADR FSPONSORED ADR 1 ADR R		07/15/11	11/22/11
e	200 HEWLETT-PACKARD COMPANY		09/16/11	11/22/11
f	25000 AT&T INC 5.875XXX** CALLED **DUE 02/01/12@		11/30/10	11/28/11
g	124 PROSHS ULTRASHORT MSCI ULTRA SHORT MSCI EAFE		10/05/11	11/30/11
h	292 URANIUM PARTICIPATION F		03/15/11	12/22/11
i	475 URANIUM PARTICIPATION F		11/16/11	12/22/11
j	611 URANIUM PARTICIPATION F		12/14/10	12/22/11
k	166 POWERSHS DB MULTI SECTORPOWERSHS DB AGRICULTU		02/17/11	12/22/11
l	72 POWERSHS DB MULTI SECTORPOWERSHS DB AGRICULTUR		12/14/10	12/22/11
m	570 ARCH COAL INC		07/15/11	12/27/11
n	23 MASTERCARD INC		07/07/11	12/27/11
o	0.3333 WPX ENERGY INC		11/18/10	12/31/11

	(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	1840.		2192.	-352.
b	4973.		9367.	-4394.
c	2644.		3512.	-868.
d	7614.		10906.	-3292.
e	5288.		4697.	591.
f	25248.		26470.	-1222.
g	3152.		3870.	-718.
h	1544.		2022.	-478.
i	2512.		2808.	-296.
j	3231.		4993.	-1762.
k	4735.		5870.	-1135.
l	2054.		2211.	-157.
m	8319.		15035.	-6716.
n	8661.		7348.	1313.
o	6.		4.	2.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(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				** -352.
b				** -4394.
c				** -868.
d				** -3292.
e				** 591.
f				** -1222.
g				** -718.
h				** -478.
i				** -296.
j				-1762.
k				** -1135.
l				-157.
m				** -6716.
n				** 1313.
o				2.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 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

** (SHORT-TERM)

THE MORTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	25000 WACHOVIA CORP FLT 2013NOTES DUE 08/01/13		12/14/10	01/04/12
b	120 CASH AMERICA INTL INC		09/02/11	01/10/12
c	203 WPX ENERGY INC		11/18/10	01/10/12
d	140 TIME WARNER CABLE		11/18/10	01/10/12
e	150 LILLY ELI & COMPANY		11/18/10	01/10/12
f	10 LILLY ELI & COMPANY		06/30/11	01/10/12
g	110 SPDR DOW JONES INTL REAL ESTATE ETF		02/17/11	01/10/12
h	106 ISHARES TRUST S&P NATL AMT FREE MUNI BOND FUN		12/14/10	01/10/12
i	107 SPDR DOW JONES INTL REAL ESTATE ETF		12/14/10	01/10/12
j	1400 PROVIDENT ENERGY LTD F		04/11/11	01/20/12
k	300 PROVIDENT ENERGY LTD F		09/16/11	01/20/12
l	74 ISHARES TRUST S&P NATL AMT FREE MUNI BOND FUND		12/14/10	01/20/12
m	330 ICICI BANK LTD ADR FSPONSORED ADR 1 ADR REP 2		01/11/12	02/08/12
n	184 VANGUARD MSCI EAFE ETF		12/02/11	02/16/12
o	64 VANGUARD MSCI EAFE ETF		11/30/11	02/16/12

	(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	24778.		24895.	-117.
b	5452.		6555.	-1103.
c	3442.		2644.	798.
d	9055.		8848.	207.
e	6062.		5229.	833.
f	404.		375.	29.
g	3579.		4343.	-764.
h	11661.		10363.	1298.
i	3482.		4354.	-872.
j	15631.		12844.	2787.
k	3350.		2610.	740.
l	8177.		7234.	943.
m	12416.		9987.	2429.
n	6177.		5985.	192.
o	2149.		2067.	82.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				-117.
b				** -1103.
c				798.
d				207.
e				833.
f				** 29.
g				** -764.
h				1298.
i				-872.
j				** 2787.
k				** 740.
l				943.
m				** 2429.
n				** 192.
o				** 82.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	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	

** (SHORT-TERM)

THE MORTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	43 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		06/23/11	02/16/12
b	150 COMPANHIA DE SANEAM ADRFSPONSORED ADR 1 ADR R		11/18/10	03/09/12
c	200 DARDEN RESTAURANTS INC		09/16/11	03/28/12
d	430 ANGLO AMERN PLC ADS FUNSPONSORED ADR 1 ADR RE		11/18/10	03/29/12
e	500 BAE SYSTEMS PLC ADR FSPONSORED ADR 1 ADR REP		12/31/10	03/30/12
f	48 ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR CRED		08/18/11	03/30/12
g	425 FIRST TR STRTGC HI NEW		12/14/10	03/30/12
h	120 VANGUARD MSCI EAFE ETF		11/30/11	04/05/12
i	130 VANGUARD MSCI EAFE ETF		09/29/11	04/05/12
j	1 FIRST TR STRTGC HI NEW		12/14/10	04/09/12
k	1 FIRST TR STRTGC HI NEW		12/14/10	04/09/12
l	330 VERTEX PHARMACEUTICALS		02/22/12	04/13/12
m	90 KRONOS WORLDWIDE INC		09/02/11	05/11/12
n	140 KRONOS WORLDWIDE INC		02/11/11	05/11/12
o	580 NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA CORPS		04/05/11	05/24/12

	(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	5835.		5458.	377.
b	11141.		7288.	3853.
c	10029.		9128.	901.
d	7847.		10153.	-2306.
e	9641.		10462.	-821.
f	5037.		5025.	12.
g	7387.		5674.	1713.
h	3946.		3876.	70.
i	4275.		4027.	248.
j	17.		13.	4.
k	17.		13.	4.
l	12020.		12424.	-404.
m	1840.		1878.	-38.
n	2863.		3605.	-742.
o	1574.		5116.	-3542.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				** 377.
b				3853.
c				** 901.
d				-2306.
e				-821.
f				** 12.
g				1713.
h				** 70.
i				** 248.
j				4.
k				4.
l				** -404.
m				** -38.
n				-742.
o				-3542.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 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

** (SHORT-TERM)

THE MORTON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	140 NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA CORPS		02/03/12	05/24/12
b	650 NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA CORPS		01/13/11	05/24/12
c	133 SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL		05/19/11	05/29/12
d	410 CREDIT SUISSE ETN FMATURES 10/06/20 ARBITRAGE		12/14/10	05/31/12
e	205 CREDIT SUISSE ETN FMATURES 10/06/20 ARBITRAGE		05/19/11	05/31/12
f	7 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		06/23/11	06/04/12
g	1 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		12/14/10	06/04/12
h	79 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		12/22/11	06/04/12
i	372 TELEFONICA BRASIL ADR FSPONSORED ADR 1 ADR RE		05/24/11	06/06/12
j	260 HARRIS TEETER SUPERMKTS		09/16/11	06/06/12
k	450 CABLEVISION SYS NY GP A		03/30/12	06/06/12
l	WPX CASH IN LIEU			12/31/11
m	FIST TR STRTGC CASH IN LIEU			10/11/11
n	CAPITAL GAINS DIVIDENDS			
o				

	(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	380.		724.	-344.
b	1764.		7077.	-5313.
c	4522.		4307.	215.
d	8185.		8139.	46.
e	4092.		4306.	-214.
f	895.		889.	6.
g	128.		125.	3.
h	10098.		9903.	195.
i	8778.		10300.	-1522.
j	9997.		10931.	-934.
k	5229.		6648.	-1419.
l	1.			1.
m	11.			11.
n	297.			297.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				** -344.
b				-5313.
c				215.
d				46.
e				-214.
f				** 6.
g				3.
h				** 195.
i				-1522.
j				** -934.
k				** -1419.
l				** 1.
m				** 11.
n				297.
o				

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	-32125.
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	-24973.

** (SHORT-TERM)

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE	062905	200DB	7.00	17	857.			857.	792.		65.
2	FAX MACHINE	062905	200DB	5.00	17	382.			382.	382.		0.
3	LIGHT FIXTURE	062905	200DB	7.00	17	457.			457.	422.		35.
4	COMPUTER	050206	200DB	5.00	17	2435.			2435.	2435.		0.
5	COMPUTER	030608	200DB	5.00	17	2000.		1000.	1000.	816.		113.
6	COMPUTER	051208	200DB	5.00	17	3800.		1900.	1900.	1510.		208.
7	COMPUTER	081109	200DB	5.00	17	1490.		745.	745.	387.		143.
8	COMPUTER	022310	200DB	5.00	17	1989.		995.	994.	517.		191.
9	LAPTOP COMPUTER	011811	200DB	5.00	17	760.		760.				0.
10	PRINTER	030111	200DB	5.00	17	207.		207.				0.
11	IPAD	050311	200DB	5.00	17	870.		870.				0.
	* TOTAL 990-PF PG 1 DEPR					15247.		6477.	8770.	7261.	0.	755.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
IRS	1.
SCHWAB MONEY MARKET	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS 5.875%	1469.	0.	1469.
ACCENTURE PLC	270.	0.	270.
ACCRUED INT PURCHASES	-20.	0.	-20.
ALPS TRUST ETF	201.	0.	201.
AMERIPRISE FINANCIAL	273.	0.	273.
AMERISOURCEBERGEN	185.	0.	185.
ANGLO AMERN PLC	159.	0.	159.
ANNALY CAPITAL MGMMT REIT	1682.	0.	1682.
APPLIED MATERIALS	150.	0.	150.
ARCH COAL	125.	0.	125.
AT&T BOND	1212.	0.	1212.
BAE SYSTEMS PLC	236.	0.	236.
BANK OF AMERICA	2.	0.	2.
BERKSHIRE HATHAWAY	1213.	0.	1213.
BRINKER INTL INC	320.	0.	320.
BRISTO MYERS	771.	0.	771.
CABLEVISION SYS	197.	0.	197.
CARDINAL HEALTH	163.	0.	163.
CASH AMERICA	4.	0.	4.
CHEVRON	396.	0.	396.
CISCO	167.	0.	167.
CITIGROUP	1.	0.	1.
CLAYMORE EXCH TRADED FD	341.	0.	341.
CMS ENERGY	495.	0.	495.
COCA COLA ENT	198.	0.	198.
COHEN & STEERS INST REALTY	169.	0.	169.
COMPANHIA DE SANEAM	725.	0.	725.
CONAGRA FOODS	432.	0.	432.
DARDEN RESTAURANTS	172.	0.	172.
DONNELLEY R R & SONS	143.	0.	143.
DR PEPPER SNAPPLE GROUP	237.	0.	237.
EASTMAN CHEMICAL	203.	0.	203.
ENDURANCE SPECALTY HLDGF	354.	0.	354.
EXXON MOBIL	248.	0.	248.
FIRST TR STRATEGIC HIGH	141.	0.	141.

FIRST TR STRTGC HI INCM	154.	0.	154.
FIRST TR STRTGC HI NEW	320.	0.	320.
FORD MOTOR	56.	0.	56.
GAP INC	61.	0.	61.
GE	512.	0.	512.
GE CAP CORP MEIUM TRNACH	185.	0.	185.
GLAXOSMITHKLINE	153.	0.	153.
HARRIS TEETER SUPER	70.	0.	70.
HARTFORD FINL SVCS GRP	90.	0.	90.
HELMERICH & PAYNE	8.	0.	8.
HONDA	52.	0.	52.
HOST HOTELS	12.	0.	12.
HP	12.	0.	12.
IBM	372.	0.	372.
INTEL	183.	0.	183.
ISARES MSCI EMU INDX FD	1018.	0.	1018.
ISARES MSCI MINIMUM VOLATILITY	95.	0.	95.
ISHARES MSCI CDA IDX	218.	0.	218.
ISHARES MSCI GRMNY	140.	0.	140.
ISHARES MSCI JPN IDX	477.	0.	477.
ISHARES MSCI KOREA	43.	0.	43.
ISHARES MSCI PAC EX JAPNPACIFIC	700.	0.	700.
ISHARES MSCI SOUTH AFRICA	61.	0.	61.
ISHARES MSCI SWITZRLND	262.	0.	262.
ISHARES MSCI TURKEY	54.	0.	54.
ISHARES MSCI UTD KINGDM	736.	0.	736.
ISHARES TR BARCLAYS BOND	424.	0.	424.
ISHARES TR BARCLAYS BOND	460.	0.	460.
ISHARES TR S&P LATN AMER	400.	0.	400.
ISHARES TRUST S&P NATL AMT	498.	0.	498.
JOHNSON & JOHNSON	464.	0.	464.
JP MORGAN CHASE	210.	0.	210.
JP MORGAN CHASE 4.95%	1238.	0.	1238.
KEYCORP	127.	0.	127.
KRONOS WORLDWIDE	104.	0.	104.
L-3 COMMUNICATIONS	247.	0.	247.
LENDER PROCESSING	86.	0.	86.
LILLY ELI	157.	0.	157.
MARKET VECTORS	74.	0.	74.
MASTERCARD	17.	0.	17.
MERRILL LYNCH CO INC MTN BE VR	212.	0.	212.
MICROSOFT CORP DUTCH TENDER	517.	0.	517.
MORGAN STANLEY 5.375%	1344.	0.	1344.
MURPHY OIL	198.	0.	198.
NOKIA	346.	0.	346.
NORFOLK SOUTHERN	360.	0.	360.
NORTHROP GRUMMAN	451.	0.	451.
ORACLE CORP	151.	0.	151.
PIMCO FOREIGN BOND	1130.	0.	1130.
PIMCO TOTAL RETURN	3274.	0.	3274.
POLARIS	317.	0.	317.
POWERSHARES ETF INTL CORP	284.	0.	284.
POWERSHARES GLOBAL	189.	0.	189.
PROCTER GAMBLE	427.	0.	427.

PROVIDENT ENERGY	491.	0.	491.
PWERSHARES EMERCING MKTS	526.	0.	526.
PWERSHARES ETF BUILD AMERICA	435.	0.	435.
RAYMOND JAMES	112.	0.	112.
RMR ASIA	100.	0.	100.
ROUNDING	-5.	0.	-5.
ROYAL CARIBBEAN	117.	0.	117.
RYDEX ETF TRUST	2.	0.	2.
RYDEX ETF TRUST	52.	0.	52.
SAFEWAY	336.	0.	336.
SCHWAB MONEY MKT	3.	0.	3.
SCHWAB VALUE ADV	4.	0.	4.
SEADRILL	957.	0.	957.
SECTOR SPDR TR CON STPLS	91.	0.	91.
SIMON PPTY GROUP	168.	0.	168.
SLM CORP	263.	0.	263.
SPDR BARCLAYS CAPITA HIGH YLD	605.	51.	554.
SPDR BARCLAYS CONTRAINED HIGH	152.	0.	152.
SPDR DOW JONES INTLE RE	163.	0.	163.
SPDR S&P EMERGING ASIA	360.	115.	245.
SPDR S&P ETF	404.	0.	404.
STATOILHYDRO ASA	320.	0.	320.
TELECOM ITALIA	507.	0.	507.
TELECOMUNICACOES DE ADRF	323.	0.	323.
TELEFONICA BRASIL	302.	0.	302.
TIME WARNER CABLE	134.	0.	134.
TUPERWARE	202.	0.	202.
VANGUARD MSCI EAFE	798.	0.	798.
VANGUARD MSCI EMERGING MARKETS	546.	0.	546.
VANGUARD REIT	274.	0.	274.
VANGUARD S/T INVESMENT GRADE	1294.	0.	1294.
VERIZON	398.	0.	398.
WACHOVIA CORP FLT 2013 NOTES	57.	0.	57.
WALGREEN	441.	0.	441.
WELLPOINT INC	165.	0.	165.
WELLPOINT INC 5.25%	1313.	0.	1313.
WELLS FARGO BK 6.45XXX	334.	0.	334.
WESTERN UNION	168.	0.	168.
WILLIAMS COMPANIES	615.	0.	615.
WILLIAMS SONOMA	296.	0.	296.
WISDOMTREE DREYFUS	185.	28.	157.
WISDOMTREE EQUITY	394.	0.	394.
WISDOMTREE TOTAL DIVIDND	62.	0.	62.
WISDOMTREE TRUST CHINESE YUAN	168.	103.	65.
WSTRN ASSET EMERGNG MKTS	542.	0.	542.
XEROX	179.	0.	179.
XL GROUP	132.	0.	132.
TOTAL TO FM 990-PF, PART I, LN 4	48269.	297.	47972.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4691.	0.	0.	4691.
TO FM 990-PF, PG 1, LN 16A	4691.	0.	0.	4691.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	11175.	11175.	11175.	0.
TO FORM 990-PF, PG 1, LN 16C	11175.	11175.	11175.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	1535.	0.	1535.	0.
FOREIGN TAX	517.	0.	517.	0.
TO FORM 990-PF, PG 1, LN 18	2052.	0.	2052.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASS FORM PC FILING FEE	70.	0.	0.	70.
MAINE ANNUAL REPORTS	15.	0.	0.	15.
CHARITABLE PROGRAMS SEE STATEMENT 7	69633.	0.	0.	69633.
ANNUAL MEETING BOARD	160.	0.	0.	160.
SUPPLIES	679.	0.	0.	679.

MISC	7.	0.	0.	7.
TO FORM 990-PF, PG 1, LN 23	70564.	0.	0.	70564.

FOOTNOTES STATEMENT 7

COLUMN (D), LINE 24 OF PART I INCLUDES AMOUNTS FOR CHARITABLE PROGRAMS CONDUCTED DIRECTLY BY THE FOUNDATION. SEE PART IX-A FOR DETAILS.

PART VIII DISCLOSES COMPENSATION PAID TO OFFICERS, ETC. DURING THE YEAR. $0.00 WAS PAID TO ANY OFFICER, DIRECTOR ETC., FOR SUCH DUTIES.

COMPENSATION WAS PAID FOR SERVICES PROVIDED BY INDIVIDUALS WHO ARE OFFICERS, DIRECTORS, ETC., FOR SERVICES THEY PROVIDE IN CARRYING OUT THE DIRECT CHARITABLE ACTIVITIES OF THE FOUNDATION. THIS COMPENSATION INCLUDED THE FOLLOWING:

CAROLYN M. SAYWARD	$45675
A. KATHLEEN HASTINGS	$8000

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	1184773.	1230202.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1184773.	1230202.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	208249.	210434.
TOTAL TO FORM 990-PF, PART II, LINE 10C	208249.	210434.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	COST	190076.	199574.
TOTAL TO FORM 990-PF, PART II, LINE 13		190076.	199574.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	857.	857.	0.
FAX MACHINE	382.	382.	0.
LIGHT FIXTURE	457.	457.	0.
COMPUTER	2435.	2435.	0.
COMPUTER	2000.	1929.	71.
COMPUTER	3800.	3618.	182.
COMPUTER	1490.	1275.	215.
COMPUTER	1989.	1703.	286.
LAPTOP COMPUTER	760.	760.	0.
PRINTER	207.	207.	0.
IPAD	870.	870.	0.
TOTAL TO FM 990-PF, PART II, LN 14	15247.	14493.	754.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

GIRLFORMATION: QUARTERLY NEWSLETTER WRITTEN FOR AND ABOUT MAINE'S GIRLS. DISTRIBUTED TO EVERY ELEMENTARY, MIDDLE & HIGH SCHOOL IN MAINE. FURTHER INFORMATION, INCLUDING MISSION STATEMENT, AND RECAP OF ACTIVITIES CAN BE VIEWED AT THE WEBSITE WWW.GIRLFORMATION.COM RELATED ACTIVITIES OF GIRLFORMATION INCLUDE: BODY IMAGE CAMPS THAT ALLOW PARTICIPANTS TO COME TOGETHER AND ENGAGE IN SPECIFIC ACTIVITIES THAT ARE CENTERED ON ENCOURAGING POSITIVE BODY IMAGE. HEALTHY RELATIONSHIP CAMPS THAT ALLOW TEENAGE GIRLS TO GET TO DISCUSS POSITIVE PEER RELATIONSHIPS AND TO EDUCATE ABOUT ABUSE WITHIN RELATIONSHIPS AND FRIENDSHIPS. MAKING CENTS OF MONEY CAMPS PROVIDE AN INTRODUCTIORY OUTLINE TO PERSONAL FINANCE TO TEENAGE GIRLS. YOGA CLUB IS A GIRLFORMATION COLLABORATION WHICH OFFERS YOGA CLASSES TO GIRLS AT WELLS-OGUNQUIT SCHOOLS. BOOK CLUB IS ANOTHER COLLABORATION UNDER WHICH GIRLFORMATION IS SHARING BOOKS AT NO COST TO LOCAL SCHOOLS, WHICH HAVE INCLUDED ELEMENTARY SCHOOLS IN THE WELLS-OGUNQUIT AREA.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	69633.

Portfolio Value - As of 6/30/2012

As of 6/30/2012

12/20/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				65,427.39	0 00	65,427.39
TOTAL (No Type)				**65,427.39**	**0.00**	**65,427.39**
Bond						
ABBOTT LABS 5.875%16BO. .	250.000	118.073		28,794.75	723.60	29,518.35
BERKSHIRE HATHAWAY FIN.	250 000	110.163		27,489.25	51.53	27,540.78
GENERAL ELEC CAP CORP ...	250.000	94.193		23,187.25	360.88	23,548 13
JPMORGAN CHASE 4.95%20 ..	250.000	108 604		25,277 00	1,873.98	27,150.98
MERRILL LYNCH CO INC MT...	250 000	94.109		24,261 75	-734.40	23,527.35
MORGAN STANLEY 5.375%1..	250 000	101.834		26,775.00	-1,316.62	25,458.38
WELLPOINT INC 5.25%16NO.	250.000	111.695		27,434.50	489.30	27,923 80
WELLS FARGO 2.625%16NO...	250.000	103.064		25,029.25	736.85	25,766.10
TOTAL Bond				**208,248.75**	**2,185.10**	**210,433.85**
Mutual Fund						
ARTISAN INTL FUND	0.004	21.890	*	0.11	-0.02	0 09
EATON VANCE FLOATING R...	0 005	8.970	*	0.04	0.00	0.04
PIMCO FOREIGN BOND FD ...	2,070.466	10.890	*	20,000.00	2,547.37	22,547.37
PIMCO TOTAL RETURN FUN. .	7,518.323	11 300	*	79,000.00	5,957.05	84,957 05
SCHWAB VALUE ADVANTA. .	41,076.000	1.000		41,076.00	0.00	41,076.00
VANGUARD S/T INVESTMEN...	4,743.594	10.750	*	50,000.00	993 64	50,993.64
TOTAL Mutual Fund				**190,076.15**	**9,498.04**	**199,574.19**
Stock						
AB SVENSK EXPORT 2022F .	810.000	8.900	*	7,085 52	123.48	7,209 00
ACCENTURE PLC CL A F	280.000	60.090	*	15,608.68	1,216.52	16,825 20
ALPS TRUST ETF ALERIAN ...	269 000	15.980	*	4,179.20	119.42	4,298.62
AMERICAN INTL GROUP NEW	450.000	32.090		12,735.09	1,705.41	14,440.50
AMERIPRISE FINANCIAL INC	250 000	52.260		13,249.72	-184.72	13,065.00
AMERISOURCEBERGEN CO...	320.000	39.350	*	9,995.27	2,596.73	12,592.00
ANNALY CAPITAL MGMT REIT	800.000	16.780	*	14,365.14	-941.14	13,424.00
APPLE INC	24 000	584.000	*	9,788.37	4,227.63	14,016.00
APPLIED MATERIALS INC	600 000	11.445	*	6,950.95	-83.95	6,867.00
ARCHER-DANIELS-MIDLND ...	390 000	29.520		12,443.48	-930.68	11,512.80
BARCLAY BANK IPATH ETN ...	153.000	56.231	*	9,226.48	-623.14	8,603 34
BRINKER INTL INC TENDER ...	500.000	31.870	*	9,456.95	6,478.05	15,935.00
BRISTOL-MYERS SQUIBB C...	575.000	35.950	*	16,280.88	4,390.37	20,671.25
C M S ENERGY CORP	550.000	23.500	*	10,838.29	2,086.71	12,925.00
CARDINAL HEALTH INC	190.000	42.000	*	6,915.07	1,064.93	7,980.00
CHEVRON CORPORATION	120.000	105.500	*	10,055.11	2,604.89	12,660.00
CISCO SYSTEMS INC	710.000	17.170	*	12,780.66	-589.96	12,190.70
CLAYMORE EXCH TRADED ...	602.000	21.830		12,887.24	254.42	13,141.66
COCA COLA ENT NEW	440.000	28.040		11,602.07	735.53	12,337.60
COHEN & STEERS QUALITY ...	469.000	10.450		4,174.33	726.72	4,901.05
COMPANHIA DE SANEAM A...	140.000	75.860		6,802.16	3,818.24	10,620.40
CONAGRA FOODS INC	370.000	25.930		7,989.30	1,604.80	9,594.10
EASTMAN CHEMICAL CO	200.000	50.370		7,890.95	2,183 05	10,074.00
ENDURANCE SPECALTY HL...	290 000	38.320	*	12,257.47	-1,144.67	11,112.80
EXXON MOBIL CORPORATION	125.000	85.570		8,799.22	1,897.03	10,696.25
FIFTH THIRD BANCORP	470.000	13.400		6,598.35	-300.35	6,298.00

Portfolio Value - As of 6/30/2012

As of 6/30/2012

12/20/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
FORD MOTOR COMPANY N...	560.000	9.590		6,554 79	-1,184.39	5,370 40
GAMESTOP CORP CL A NEW	470.000	18.360		9,149.70	-520.50	8,629.20
GANNETT CO INC DEL	640 000	14.730		9,885.05	-457.85	9,427 20
GENERAL ELECTRIC COMP...	800.000	20 840		12,959.35	3,712.65	16,672 00
HARTFORD FINL SVCS GRP	450.000	17.630		8,473.14	-539.64	7,933.50
INTL BUSINESS MACHINES	120 000	195.580	*	17,385 43	6,084.17	23,469.60
ISHARES MSCI CDA IDX FD ...	483.000	25.840		13,449.24	-968.52	12,480.72
ISHARES MSCI EMU INDX F...	1,023.000	27.450		33,759.36	-5,678.01	28,081 35
ISHARES MSCI ETF EAF..	165.000	51.360		8,476.93	-2.53	8,474.40
ISHARES MSCI GRMNY IDX ..	240.000	19.800	*	5,867.50	-1,115.50	4,752 00
ISHARES MSCI JPN IDX FD J...	3,010.000	9.410	*	30,511.16	-2,187.06	28,324 10
ISHARES MSCI KOREA IDX ...	174.000	54.810	*	9,488.06	48.88	9,536.94
ISHARES MSCI PAC EX JAP..	459.000	40.750	*	20,226.32	-1,522.07	18,704.25
ISHARES MSCI S F INDX FD...	35.000	63.900		2,334.98	-98.48	2,236.50
ISHARES MSCI SWITZRLND ..	406 000	22.910	*	9,508 14	-206.68	9,301.46
ISHARES MSCI TURKEY IDX ...	49.000	52.340	*	3,051.33	-486.67	2,564.66
ISHARES MSCI UTD KINGDM...	1,359.000	16.290		22,670.32	-532.21	22,138.11
ISHARES SILVER TRUST IN...	209.000	26.650		6,063.93	-494.08	5,569.85
ISHARES TR BARCLAYS BO...	234.000	104 710		24,448.58	53.56	24,502 14
ISHARES TR BARCLAYS BO...	109.000	110.990		11,258 30	839.61	12,097.91
ISHARES TR COMEX GOLD *...	2,656.000	15.560	*	40,874.67	452.69	41,327.36
ISHARES TR S&P LATN AME..	333.000	41.450	*	16,089.69	-2,286.84	13,802.85
ISHARES TRUST S&P NATL .	38.000	110.070		3,714.92	467.74	4,182.66
JOHNSON & JOHNSON	200.000	67.560	*	12,784.55	727.45	13,512 00
JPMORGAN CHASE & CO	200 000	35.730		7,924.55	-778.55	7,146.00
KEYCORP INC NEW	910.000	7.740	*	7,216.15	-172.75	7,043.40
L-3 COMMUNICATIONS HLD...	130.000	74.010		9,289 39	331.91	9,621.30
LENDER PROCESSING SVCS	430.000	25.280		6,630.61	4,239.79	10,870 40
MARKET VECTORS ETF TRU...	190 000	26.160	*	5,956.44	-986.04	4,970.40
MASTERCARD INC ** PENDI...	22.000	430.110	*	7,028.76	2,433.66	9,462 42
MICROSOFT CORP DUTCH ...	680.000	30.590		17,831.74	2,969.46	20,801 20
MURPHY OIL CORP HLDG	240 000	50.290		12,477 77	-408.17	12,069.60
NORFOLK SOUTHERN CORP	200.000	71.770		13,541.89	812.11	14,354.00
NORTHROP GRUMMAN CORP	220.000	63.790		14,220.51	-186.71	14,033 80
ORACLE CORPORATION	630.000	29.700		17,950.09	760.91	18,711.00
POLARIS INDUSTRIES INC	240.000	71.480	*	8,829.61	8,325.59	17,155 20
POWERSHARES DB G10 CR...	460.000	24.610		10,872.99	447.61	11,320 60
POWERSHARES EXCH TRA...	294.000	29.700		7,352.69	1,379.11	8,731 80
POWERSHARES GLOBAL E...	454.000	18.730		8,353.61	149.81	8,503.42
POWERSHS DB MULTI SEC...	447.000	25.240		11,610.71	-328.43	11,282.28
POWERSHS DB US DOLLAR...	1,030.000	22.470		22,450.73	693.37	23,144.10
POWERSHS EXCH TRAD FD..	280.000	26.980	*	7,472.35	82.05	7,554.40
POWERSHS EXCH TRAD FD...	360 000	28.830		9,721.39	657.41	10,378.80
PROCTER & GAMBLE EXCH...	200.000	61.250	*	12,740.55	-490.55	12,250.00
QUANTSHARES U S ETF ...	520.000	24.060		12,410.93	100.27	12,511.20
QUANTSHARES U S ETF XX...	517.000	23.410		12,398.72	-295.75	12,102.97
ROYAL CARIBBEAN CRUISE...	390.000	26.030	*	9,365.87	785.83	10,151.70
RYDEX ETF TRUST WIT...	255.000	49.520		12,506.12	121.48	12,627 60
S P D R S&P 500 ETF TR EX...	149.000	136.105		18,562.34	1,717.31	20,279.65
SAFEWAY INC	580.000	18.150		14,273.63	-3,746.63	10,527.00
SEADRILL LTD F	230.000	35.520	*	7,448.97	720.63	8,169.60
SIMON PPTY GROUP NEW R...	55 000	155.660		6,382.27	2,179.03	8,561.30

Portfolio Value - As of 6/30/2012

As of 6/30/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
SLM CORPORATION	750 000	15.710		9,828.44	1,954 06	11,782.50
SPDR BARCLAYS CAPITAL .	193.000	39.460	*	7,726 83	-111 05	7,615 78
SPDR BARCLAYS ETF 0-...	428.000	30.100		12,829 01	53.75	12,882 76
SPDR S&P EMERGING ASIA	187.000	68.890	*	14,645 28	-1,762.85	12,882.43
STATOILHYDRO ASA ADR F...	300.000	23.860		6,902.65	255.35	7,158 00
TELECOM ITALIA NEW ADR ...	940.000	9.850		10,296.12	-1,037.12	9,259 00
TELSTRA LTD SPON ADR F...	530 000	18.850		9,654.69	335.81	9,990.50
TIBCO SOFTWARE INC	250 000	29.920		6,613.70	866.30	7,480.00
TUPPERWARE BRANDS CO. .	210 000	54.760		14,743.05	-3,243.45	11,499 60
VANGUARD INTL EQTY ETF ...	197 000	47.800		8,234.63	1,181.97	9,416.60
VANGUARD MSCI EAFE ETF	260.000	31.570	*	8,053.31	154.89	8,208.20
VANGUARD MSCI EMERGIN...	603.000	39.930		27,480.86	-3,403.07	24,077.79
VANGUARD REIT	141.000	65.430	*	7,725.10	1,500.53	9,225.63
VERIZON COMMUNICATIONS	200.000	44.440		6,552.55	2,335.45	8,888 00
WALGREEN COMPANY	490.000	29.580		17,654.72	-3,160.52	14,494 20
WELLPOINT INC	200.000	63.790		13,524.55	-766.55	12,758.00
WESTERN UNION COMPANY	600 000	16.840		10,601.60	-497.60	10,104.00
WILLIAMS COMPANIES	610.000	28.820	*	11,682.28	5,897.92	17,580 20
WILLIAMS SONOMA	380.000	34.970		14,608 13	-1,319.53	13,288.60
WISDOMTREE DREYFUS ET...	175 000	20.180		4,045.85	-514.35	3,531 50
WISDOMTREE EQUITY INC ...	253 000	45.950	*	9,905.80	1,719.55	11,625.35
WISDOMTREE TRUST CHIN...	305.000	25.210	*	7,737.35	-48.30	7,689.05
WSTRN ASSET EMERGNG ...	562.000	14.640	*	7,308.77	918.91	8,227.68
XEROX CORP	1,360.000	7.870	*	14,298.00	-3,594.80	10,703 20
XL GROUP PLC F	400.000	21.040		9,356.69	-940.69	8,416.00
TOTAL Stock				**1,184,772.73**	**45,429.41**	**1,230,202.14**
TOTAL Investments				**1,648,525.02**	**57,112.57**	**1,705,637.59**

Portfolio Value - As of 6/30/2011

As of 6/30/2011

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				73,464.07	0.00	73,464 07
TOTAL (No Type)				**73,464.07**	**0.00**	**73,464.07**
Bond						
ABBOTT LABS 5.875%16BO...	250.000	116.040		28,794 75	215 25	29,010.00
AT&T INC 5.875%12** CALLE...	250.000	103.030		26,470 00	-712 50	25,757.50
BERKSHIRE HATHAWAY FIN...	250.000	110.520		27,489 25	140.75	27,630.00
GENERAL ELEC CAP CORP ...	250.000	96.890		23,187.25	1,035.25	24,222.50
JPMORGAN CHASE 4.95%20...	250.000	103.360		25,277.00	563.00	25,840.00
MERRILL LYNCH CO INC MT...	250.000	95.420		24,261.75	-406.75	23,855.00
MORGAN STANLEY 5.375%1...	250.000	106.890		26,775 00	-52.50	26,722.50
WACHOVIA CORP FLT 2013...	250.000	99 480	*	24,895.00	-25.00	24,870.00
WELLPOINT INC 5 25%16NO...	250.000	111 290		27,434 50	388.00	27,822.50
TOTAL Bond				**234,584.50**	**1,145.50**	**235,730.00**
Mutual Fund						
ARTISAN INTL FUND	0.004	22.050	*	0 11	-0.02	0.09
EATON VANCE FLOATING R ..	0.005	9.020		0.04	0.01	0.05
PIMCO FOREIGN BOND FD ...	2,070.466	11.010		20,000.00	2,795 83	22,795.83
PIMCO TOTAL RETURN FUN...	7,518.323	10.990		79,000.00	3,626.37	82,626.37
SCHWAB VALUE ADVANTA...	41,072.250	1.000	*	41,072.25	0.00	41,072.25
VANGUARD S/T INVESTMEN...	4,743 594	10.750		50,000 00	993.64	50,993.64
TOTAL Mutual Fund				**190,072.40**	**7,415.82**	**197,488.22**
Stock						
AMERIPRISE FINANCIAL INC	360.000	57.680		19,079 59	1,685.21	20,764 80
AMERISOURCEBERGEN CO...	520.000	41.400		16,242 31	5,285.69	21,528.00
ANGLO AMERN PLC ADS FS...	430.000	24.780		10,152 65	502.75	10,655.40
ANNALY CAPITAL MGMT REIT	800.000	18.040		14,365.14	66.86	14,432.00
BAE SYSTEMS PLC ADR FS ..	500.000	20.450		10,462.20	-237.20	10,225.00
BANK OF AMERICA CORP	230.000	10.960		2,701.79	-180.99	2,520.80
BARCLAY BANK IPATH ETN ...	227.000	57.060		13,877 78	-925.16	12,952.62
BARCLAYS BANK IPATH DJ ...	95.000	44.470		4,156.90	67.76	4,224.66
BARCLAYS BANK IPATH ET...	87.000	46.540		4,691.12	-642.15	4,048 97
BRINKER INTL INC TENDER ...	500.000	24.460		9,456 95	2,773.05	12,230.00
BRISTOL-MYERS SQUIBB C...	575.000	28.960		16,280.88	371.12	16,652.00
CARDINAL HEALTH INC	190.000	45.420		6,915 07	1,714.73	8,629.80
CHEVRON CORPORATION	120.000	102.840		10,055.11	2,285.69	12,340.80
CISCO SYSTEMS INC	410.000	15.610		8,077.01	-1,676.91	6,400.10
CITIGROUP INC XXX1 FOR 1...	38.000	41.640		1,642.19	-59.87	1,582.32
CLAYMORE EXCH TRADED ...	602.000	21.358		12,887 24	-29.72	12,857.52
COMPANHIA DE SANEAM A...	290.000	59.670		14,090.19	3,214.11	17,304.30
CONAGRA FOODS INC	720.000	25.810		16,870.05	1,713.15	18,583.20
CREDIT SUISSE ETN FMATU...	615.000	20.840		12,444.75	371.85	12,816.60
DIRECTV CL A CLASS A	160.000	50.820		6,730.23	1,400.97	8,131.20
DONNELLEY R R & SONS CO	550.000	19.610		8,945 90	1,839.60	10,785.50
DR PEPPER SNAPPLE GRO...	370.000	41.930		14,046.42	1,467.68	15,514.10
EASTMAN CHEMICAL CO	100.000	102.070		7,890.95	2,316.05	10,207.00
ENDURANCE SPECALTY HL...	290.000	41.330		12,257.47	-271.77	11,985.70
EXXON MOBIL CORPORATION	125.000	81.380		8,799.22	1,373.28	10,172.50

Portfolio Value - As of 6/30/2011

As of 6/30/2011

11/13/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
FIRST TR STRATEGIC HIGH ...	661.000	3.750		2,136 71	342.04	2,478.75
FIRST TR STRTGC HI INCM *. .	788.000	5 190		3,561 25	528.55	4,089.80
FORD MOTOR COMPANY N...	1,020.000	13 790		16,887 91	-2,822.11	14,065.80
GAP INC	540.000	18.100		11,320 87	-1,546.87	9,774.00
GENERAL ELECTRIC COMP...	800.000	18.860		12,959.35	2,128.65	15,088.00
GLAXOSMITHKLINE PLC AD...	290 000	42 900		11,701 17	739.83	12,441.00
HELMERICH & PAYNE INC	120 000	66.120		5,527.01	2,407.39	7,934.40
HOST HOTELS & RESORTS ...	390.000	16.950		6,811 88	-201.38	6,610.50
INTEL CORP	870.000	22.160		18,443.38	835.82	19,279.20
INTL BUSINESS MACHINES	120 000	171 550		17,385 43	3,200.57	20,586.00
ISHARES MSCI CDA IDX FD ...	322 000	31 670		9,201 32	996.42	10,197.74
ISHARES MSCI EMU INDX F...	682.000	38.830		24,244.69	2,237.37	26,482.06
ISHARES MSCI GRMNY IDX ...	160.000	26 890		4,311.35	-8.95	4,302.40
ISHARES MSCI JPN IDX FD J ..	2,007.000	10.430		21,476 21	-543.20	20,933.01
ISHARES MSCI KOREA IDX ...	116.000	65.000		6,478 19	1,061.81	7,540.00
ISHARES MSCI PAC EX JAP...	306.000	47.610		14,184.73	383.93	14,568.66
ISHARES MSCI S F INDX FD...	23.000	71 070		1,591.99	42.62	1,634.61
ISHARES MSCI SWITZRLND ...	271.000	26 610		6,463.31	748.00	7,211.31
ISHARES MSCI TURKEY IDX ...	33 000	59.600		2,370.70	-403.90	1,966.80
ISHARES MSCI UTD KINGDM...	906.000	17.810		15,341.34	794 52	16,135.86
ISHARES S&P GLOBAL GLO...	47.000	43.530		2,146.04	-100.13	2,045.91
ISHARES SILVER TRUST IN...	102.000	33.840		2,956 26	495.42	3,451.68
ISHARES TR BARCLAYS BO...	92.000	104 950		9,581 70	73.70	9,655 40
ISHARES TR BARCLAYS BO...	109.000	105 430		11,258.30	233.57	11,491.87
ISHARES TR COMEX GOLD *...	1,228.000	14.640		17,043.19	934.73	17,977.92
ISHARES TR MSCI EAFE FD ...	152.000	60.140		8,896.24	245.04	9,141.28
ISHARES TR S&P LATN AME...	284.000	51.620		14,808.30	-148 22	14,660.08
ISHARES TRUST S&P NATL ...	218.000	103.510		21,311.96	1,253.22	22,565 18
JOHNSON & JOHNSON	200.000	66.520		12,784.55	519.45	13,304.00
JPMORGAN CHASE & CO	200.000	40.940		7,924.55	263.45	8,188.00
KRONOS WORLDWIDE INC	140 000	31.450		3,604.91	798.09	4,403.00
L-3 COMMUNICATIONS HLD...	130.000	87.450		9,289.39	2,079.11	11,368.50
LILLY ELI & COMPANY ODDL...	300.000	37.530		10,854.80	404.20	11,259.00
MARKET VECTORS ETF TRU...	167.000	25 800		4,185.68	122.92	4,308.60
MARKET VECTORS ETF TRU...	127.000	38.540		4,255.31	639.27	4,894.58
MICROSOFT CORP DUTCH ...	490.000	26.000		12,757.77	-17.77	12,740.00
NOKIA CORP SPON ADR F1 ...	1,230.000	6.422		12,192.35	-4,293.29	7,899.06
NORFOLK SOUTHERN CORP	200.000	74.930		13,541.89	1,444.11	14,986.00
ORACLE CORPORATION	630.000	32.910		17,950.09	2,783.21	20,733.30
OWENS &MINOR INC HLDG ...	220.000	34.490		7,030.31	557.49	7,587.80
PNC FINL SERVICES GP INC...	110.000	59.610		6,706.97	-149.87	6,557.10
POLARIS INDUSTRIES INC	190.000	111.170		13,980.22	7,142.08	21,122 30
POWERSHARES DB G10 CR...	460.000	24.780		10,872.99	525.81	11,398.80
POWERSHARES EXCH TRA ..	294.000	25.990		7,352.69	288.37	7,641.06
POWERSHS DB MULTI SEC...	238.000	31 740		8,080.48	-526.36	7,554.12
POWERSHS DB MULTI SEC...	880.000	29.730		22,857.77	3,304.63	26,162.40
POWERSHS DB US DOLLAR. .	198.000	21.220		4,308.68	-107.12	4,201.56
POWERSHS EXCH TRAD FD...	280.000	28 470		7,472.35	499.25	7,971.60
POWERSHS EXCH TRAD FD...	360.000	27 090		9,721.39	31.01	9,752.40
PROCTER & GAMBLE EXCH...	200.000	63.570		12,740.55	-26.55	12,714.00
PROSHS ULTRASHORT RUS...	127.000	41.760		6,313.35	-1,009.83	5,303.52
PROVIDENT ENERGY LTD F	1,400.000	8.930		12,844.43	-342.43	12,502.00

Portfolio Value - As of 6/30/2011

As of 6/30/2011

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
QUESTAR CORPORATION	530.000	17.710		9,129.19	257.11	9,386.30
RAYMOND JAMES FINL INC	430.000	32.150		12,757.59	1,066.91	13,824.50
RMR ASIA PAC R E FD NEW	295.000	18.490		5,372.96	81.59	5,454.55
RYDEX ETF TRUST CANADI...	39.000	103.110		3,865.66	155.63	4,021.29
S P D R S&P 500 ETF TR EX...	201.000	131.970		25,392.92	1,133.05	26,525.97
SAFEWAY INC	580.000	23.370		14,273.63	-719.03	13,554.60
SANOFI SYNTHELABO ADR ...	310.000	40.170		10,625.83	1,826.87	12,452.70
SASOL LIMITED SPON ADR ...	260.000	52.890		12,472.83	1,278.57	13,751.40
SEADRILL LTD F	500.000	35.280		16,519.41	1,120.59	17,640.00
SECTOR SPDR TR CON STP...	133.000	31.230		4,307.43	-153.84	4,153.59
SPDR BARCLAYS CAPITAL ...	193.000	40.220		7,726.83	35.63	7,762.46
SPDR DOW JONES INTL RE...	217.000	40.380		8,697.18	65.28	8,762.46
SPDR GOLD TRUST SPDR G...	105.000	146.001		14,369.70	960.40	15,330.10
SPDR S&P EMERGING ASIA	125.000	84.580		10,511.47	61.03	10,572.50
TEEKAY CORP F	350.000	30.880		11,706.65	-898.65	10,808.00
TELECOMUNICACOES DE A...	372.000	29.700		10,299.72	748.68	11,048.40
TIME WARNER CABLE	210.000	78.040		13,271.71	3,116.69	16,388.40
TIMKEN COMPANY	360.000	50.400		15,909.79	2,234.21	18,144.00
URANIUM PARTICIPATION F	903.000	6.590		7,015.25	-1,064.48	5,950.77
VANGUARD INTL EQTY IND...	174.000	49.810		8,397.77	269.17	8,666.94
VANGUARD MSCI EMERGIN...	422.000	48.620		20,149.83	367.81	20,517.64
VANGUARD REIT	226.000	60.100		12,174.30	1,408.30	13,582.60
VERIZON COMMUNICATIONS	200.000	37.230		6,552.55	893.45	7,446.00
WALGREEN COMPANY	490.000	42.460		17,654.72	3,150.68	20,805.40
WILLIAMS COMPANIES	610.000	30.250		11,682.28	6,770.22	18,452.50
WISDOMTREE DREYFUS ET...	175.000	23.290		4,045.85	29.90	4,075.75
WISDOMTREE EQUITY INC ...	253.000	41.490		9,905.80	591.17	10,496.97
WISDOMTREE TOTAL DIVID...	181.000	49.450		8,417.12	533.33	8,950.45
WISDOMTREE TRUST CHIN...	305.000	25.420		7,737.35	15.75	7,753.10
WPX ENERGY INC	203.000	13.046	*	2,648.25	0.00	2,648.25
WSTRN ASSET EMERGNG ...	562.000	13.820		7,308.77	458.07	7,766.84
XEROX CORP	690.000	10.410		7,942.64	-759.74	7,182.90
XL GROUP PLC F	400.000	21.980		9,356.69	-564.69	8,792.00
TOTAL Stock				**1,151,343.03**	**77,733.11**	**1,229,076.14**
TOTAL Investments				**1,649,464.00**	**86,294.44**	**1,735,758.44**

Form 8868
(Rev. January 2012)
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 or other filer, see instructions.
THE MORTON FOUNDATION, INC.

Employer identification number (EIN) or
☒ 04-3288386

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O CAROLYN SAYWARD 1 NATE'S WAY

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CAPE NEDDICK, ME 03902

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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	01	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 ▶ CAROLYN M. SAYWARD
  1 NATE'S WAY - CAPE NEDDICK, ME 03902
  Telephone No. ▶ 207-361-2525 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, 2013 , 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, 2011 , and ending JUN 30, 2012 .

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	$ 1219.
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	$ 396.
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	$ 823.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)