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12-30

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

12/01, 2011, and ending

11/30, 2012

Name of foundation ELIZABETH MORSE GENIUS CHARITABLE TRUST		A Employer identification number 36-7010559
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, NA, 231 S LASALLE ST		B Telephone number (see instructions) (312) 828-6763
City or town, state, and ZIP code CHICAGO, IL 60697		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 56,840,011.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,733,527.	1,729,303.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,854,076.			
	b Gross sales price for all assets on line 6a	41,381,565.			
	7 Capital gain net income (from Part IV, line 2)		2,854,076.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-12,286.			STMT 2
	12 Total. Add lines 1 through 11	4,575,317.	4,583,379.		
	13 Compensation of officers, directors, trustees, etc.	759,350.	306,976.		452,374.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	6,170.	NONE	NONE	6,170.
	b Accounting fees (attach schedule) STMT 4	7,430.	NONE	NONE	7,430.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	114,716.	17,725.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	51,794.	25,690.		26,104.
	24 Total operating and administrative expenses Add lines 13 through 23	939,460.	350,391.	NONE	492,078.
	25 Contributions, gifts, grants paid	2,276,000.			2,276,000.
	26 Total expenses and disbursements Add lines 24 and 25	3,215,460.	350,391.	NONE	2,768,078.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,359,857.			
	b Net investment income (if negative, enter -0-)		4,232,988.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

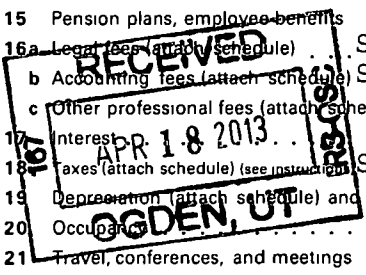
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	894,441.	4,564,569.	4,564,569.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule)	29,807,115.	22,222,296.	26,791,600.	
	c	Investments - corporate bonds (attach schedule)	15,641,356.	15,707,456.	16,743,805.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	1,286,916.	6,130,000.	6,178,786.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	2,306,000.	2,661,457.	2,561,251.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	49,935,828.	51,285,778.	56,840,011.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	49,935,828.	51,285,778.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE			
	30	Total net assets or fund balances (see instructions)	49,935,828.	51,285,778.		
	31	Total liabilities and net assets/fund balances (see instructions)	49,935,828.	51,285,778.		

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	49,935,828.
2	Enter amount from Part I, line 27a	2	1,359,857.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	51,295,685.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	9,907.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,285,778.

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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 PUBLICLY TRADED SECURITIES					
b MUTUAL FUND DISTRIBUTION					
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 41,211,448.		38,527,489.	2,683,959.		
b 170,117.			170,117.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			2,683,959.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,854,076.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,686,921.	57,253,061.	0.046931
2009	2,290,759.	52,896,927.	0.043306
2008	2,994,001.	47,530,237.	0.062992
2007	2,996,378.	59,689,835.	0.050199
2006	2,979,667.	59,062,679.	0.050449
2 Total of line 1, column (d)			2 0.253877
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050775
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 56,662,227.
5 Multiply line 4 by line 3			5 2,877,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 42,330.
7 Add lines 5 and 6			7 2,919,355.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 2,768,078.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	84,660.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	84,660.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	84,660.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	107,221.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	107,221.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,561.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 22,561. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>BANK OF AMERICA, N.A.</u> Telephone no <u>(312) 828-6763</u> Located at <u>231 SOUTH LASALLE STREET, CHICAGO, IL</u> ZIP + 4 <u>60697</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		759,350.	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 SEE ATTACHED STATEMENT FOR LINE 1	INCLUDED IN COMPENSATION UNDER PART VIII (1) (c)
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,918,701.
b	Average of monthly cash balances	1b	3,606,403.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	57,525,104.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	57,525,104.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	862,877.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,662,227.
6	Minimum investment return. Enter 5% of line 5	6	2,833,111.

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	2,833,111.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	84,660.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	84,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,748,451.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,748,451.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,748,451.

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	2,768,078.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,768,078.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,768,078.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,748,451.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,272,900.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,768,078.				
a Applied to 2010, but not more than line 2a			2,272,900.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				495,178.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,253,273.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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.

N/A

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.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
	SEE ATTACHED		DETAIL	2,276,000.
Total			3a	2,276,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	1,733,527.	
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			14	-12,286.	
8	Gain or (loss) from sales of assets other than inventory			18	2,854,076.	
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)				4,575,317.	
13	Total. Add line 12, columns (b), (d), and (e)					4,575,317.

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

[illegible]

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

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p>		Yes	No
<p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p>			
<p>(1) Cash</p>	1a(1)		X
<p>(2) Other assets</p>	1a(2)		X
<p>b Other transactions:</p>			
<p>(1) Sales of assets to a noncharitable exempt organization</p>	1b(1)		X
<p>(2) Purchases of assets from a noncharitable exempt organization</p>	1b(2)		X
<p>(3) Rental of facilities, equipment, or other assets</p>	1b(3)		X
<p>(4) Reimbursement arrangements</p>	1b(4)		X
<p>(5) Loans or loan guarantees</p>	1b(5)		X
<p>(6) Performance of services or membership or fundraising solicitations</p>	1b(6)		X
<p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>	1c		X
<p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

► Mary Frost

Date _____

SENIOR VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's address ►

Firm's EIN ►

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTERESTS	1,699,672.	1,699,672.
RETURN OF CAPITAL	4,224.	
ORIGINAL ISSUE DISCOUNT (OID)	164.	164.
ACCRETION OF DISCOUNT	29,467.	29,467.
TOTAL	1,733,527.	1,729,303.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ACCRUED INTERESTS PAID - DEFERRED	-12,893.
DEFERRED MUTUAL FUND EARNINGS	62.
REFUND RECEIVED ON FOREIGN TAX WITHHELD	545.

TOTALS	-12,286.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
KATTEN MUCHIN ROSENMAN LLP	6,170.			6,170.
TOTALS	6,170.	NONE	NONE	6,170.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
BANK OF AMERICA, TAX PREP FEE	7,430.			7,430.
TOTALS	7,430.	NONE	NONE	7,430.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ESTIMATED TAX PAID	96,991.	
FOREIGN TAXES PAID	17,725.	17,725.
	-----	-----
TOTALS	114,716.	17,725.
	=====	=====

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MBMD STRATEGIC CONSULTANTS	16,250.		16,250.
THE INK SPOT, CUSTOM LETTERHEAD	610.		610.
SANDRA THORPE, LETTERHEAD	150.		150.
KYM ABRAMS DESIGN, CONSULTING FEE	1,500.		1,500.
DONOR'S FORUM, MEMBERSHIP DUES	4,744.		4,744.
IL CHARITY BUREAU, FILING FEE	15.		15.
US TREASURY, FORM 8802 FILING FEE	85.		85.
ADR DEPOSITORY FEES	71.	71.	
BANK OF AMERICA, INVESTMENT ADVISORY FEE	25,619.	25,619.	
ADAGE TECHNOLOGIES, WEBSITE RE-DESIGN	2,750.		2,750.
TOTALS	51,794.	25,690.	26,104.

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

DESCRIPTION	AMOUNT
-----	-----
TAX LOT BASIS ADJUSTMENT FROM ROC, CAPITAL CHANGES, WASH SALES	2,271.
SALES BASIS ADJUSTMENT DUE TO ROC	2,877.
NET LOSS TAXABLE 11/30/11; POSTED ON OR AFTER 12/01/11	86.
NET GAIN TAXABLE 11/30/12; POSTED ON OR AFTER 12/01/12	4,673.

TOTAL	9,907.
	=====

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

OFFICER NAME:

Bank of America, N.A.

ADDRESS:

231 S. LaSalle St.

Chicago, IL 60697

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 424,012.

OFFICER NAME:

James L. Alexander

ADDRESS:

208 S. LaSalle Street, Suite 1660

Chicago, IL 60604

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 335,338.

TOTAL COMPENSATION:

759,350.

=====

Elizabeth Morse Genius Charitable Trust
 EIN 36-7010559
 Form 990 PF
 November 30, 2012

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
JUVENILE PROTECTIVE ASSOCIATION	1707 NORTH HALSTED STREET	CHICAGO, IL 60614	N/A	Public	2ND AND FINAL INSTALLMENT OF TWO YEAR GRANT FOR OUTSIDE PROGRAM EVALUATOR	22,000
GIRL SCOUTS OF GREATER CHICAGO	20 SOUTH CLARK STREET, SUITE 200	CHICAGO, IL 60603	N/A	Public	GRANT TO SUPPORT THE HEALTHY LIVING INITIATIVE	10,000
FIELD MUSEUM OF NATURAL HISTORY	1400 SOUTH LAKE SHORE DRIVE	CHICAGO, IL 60605-2496	N/A	Public	HONORARY GRANT TO SUPPORT INSTALLATION OF NEW FIRE SUPPRESSION SYSTEM	150,000
DEVIN SHAFRON MEMORIAL BOOK FUND	707 LAKE COOK ROAD	DEERFIELD, IL 60015	N/A	Public	SECOND INSTALLMENT OF GRANT TO SUPPORT BOOKS FOR CHICAGO PUBLIC SCHOOLS	25,000
READING IN MOTION	65 EAST WACKER DRIVE, STE 1800	CHICAGO, IL 60601	N/A	Public	FIRST INSTALLMENT OF 3 YEAR GRANT FOR BENCHMARKS AND AREA ONE EXPANSION	262,500
CHICAGO SYMPHONY ORCHESTRA	220 SOUTH MICHIGAN AVENUE	CHICAGO, IL 60604-2559	N/A	Public	FIRST INSTALLMENT OF THREE YEAR GRANT TO SUPPORT PROGRAMMING	100,000
CHICAGO YOUTH SYMPHONY ORCHESTRA	410 SOUTH MICHIGAN AVENUE	CHICAGO, IL 60605	N/A	Public	FIRST INSTALLMENT OF TWO YEAR GRANT TO SUPPORT GENERAL OPERATIONS	50,000
JAPANESE AMERICAN SERVICE	4427 NORTH CLARK STREET	CHICAGO, IL 60640	N/A	Public	GRANT TO SUPPORT THE HOME SUPPORT PROGRAM	7,500
CHICAGO HISTORY MUSEUM	1601 NORTH CLARK STREET	CHICAGO, IL 60614-6038	N/A	Public	FIRST INSTALLMENT OF FOUR YEAR GRANT TO SUPPORT OUT IN CHICAGO	50,000

Elizabeth Morse Genius Charitable Trust
 EIN 36-7010559
 Form 990 PF
 November 30, 2012

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
CHICAGO BOTANIC GARDEN	1000 LAKE COOK ROAD	GLENCOE, IL 60022	N/A	Public	GRANT TO SUPPORT GREEN YOUTH FARM, WINDY CITY HARVEST AND COOK COUNTY BOOT CAMP	25,000
ILLINOIS SAINT ANDREW SOCIETY	2800 DES PLAINES AVE	NORTH RIVERSIDE, IL 60546-1851	N/A	Public	GRANT TO SUPPORT SCANNING & CATALOGING HISTORICAL DOCUMENTS	14,000
JUVENILE PROTECTIVE ASSOCIATION	1707 NORTH HALSTED STREET	CHICAGO, IL 60614	N/A	Public	THIRD AND FINAL INSTALLMENT FOR BUILDING BRIDGES TO NORTH LAWDALE PILOT PROJECT	50,000
ERIKSON INSTITUTE	451 NORTH LASALLE STREET	CHICAGO, IL 60654	N/A	Public	HONORARY GRANTS	15,000
SGA YOUTH & FAMILY SERVICES	11 EAST ADAMS STREET	CHICAGO, IL 60603	N/A	Public	HONORARY GRANTS	10,000
BRIGHTON PARK NEIGHBORHOOD	4477 SOUTH ARCHER AVENUE	CHICAGO, IL 60632-2845	N/A	Public	GRANT TO SUPPORT SALARY FOR FULL TIME SCHOOL BASED COUNSELOR	10,000
SARAH'S CIRCLE	4750 NORTH SHERIDAN ROAD	CHICAGO, IL 60640	N/A	Public	GRANT TO SUPPORT GENERAL OPERATIONS	25,000
GOOD NEWS PARTNERS	1600 WEST JONQUIL TERRACE	CHICAGO, IL 60626	N/A	Public	HONORARY GRANTS	10,000
GIRLS IN THE GAME	1501 WEST RANDOLPH STREET	CHICAGO, IL 60607	N/A	Public	GENERAL OPERATING SUPPORT	10,000

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PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
LAWRENCE HALL YOUTH SERVICES	4833 NORTH FRANCISCO AVENUE	CHICAGO, IL 60625- 3640	N/A	Public	FIFTH AND FINAL INSTALLMENT OF GRANT TO SUPPORT THE WELLNESS CENTER	50,000
INTERNATIONAL MUSIC FOUNDATION	30 EAST ADAMS STREET	CHICAGO, IL 60603	N/A	Public	GRANT TO SUPPORT THE DO IT YOURSELF MESSIAH	5,000
EVANSTON SCHOOL CHILDREN'S	1500 MCDANIEL AVENUE	EVANSTON, IL 60201	N/A	Public	GRANT TO SUPPORT SHOES FOR SCHOOL CHILDREN	10,000
CATHOLIC CHARITIES	721 NORTH LASALLE STREET	CHICAGO, IL 60654	N/A	Public	GRANT TO VETERANS EMPLOYMENT PROGRAM	50,000
CARA PROGRAM	237 SOUTH DES PLAINES	CHICAGO, IL 60661	N/A	Public	HONORARY GRANT	50,000
ASIAN HUMAN SERVICES	4753 NORTH BROADWAY, STE 700	CHICAGO, IL 60640	N/A	Public	HONORARY GRANT	25,000
CHICAGO HIGH SCHOOL FOR THE ARTS	521 EAST 35TH STREET	CHICAGO, IL 60616	N/A	Public	HONORARY GRANT	20,000
CHICAGO PUBLIC LIBRARY FND	20 NORTH MICHIGAN AVE, STE 520	CHICAGO, IL 60602	N/A	Public	HONORARY GRANT	25,000
SILK ROAD THEATRE PROJECT	680 SOUTH FEDERAL STREET	CHICAGO, IL 60605- 3807	N/A	Public	HONORARY GRANT	10,000
CENTRO DE SALUD ESPERANZA	2001 SOUTH CALIFORNIA AVE	CHICAGO, IL 60608	N/A	Public	HONORARY GRANT	15,000
DUSABLE MUSEUM OF AFRICAN	740 EAST 56TH PLACE	CHICAGO, IL 60637	N/A	Public	HONORARY GRANT	10,000

Elizabeth Morse Genius Charitable Trust
 EIN 36-7010559
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PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
MUSEUM OF SCIENCE AND INDUSTRY	57TH STREET AND LAKE SHORE DRIVE	CHICAGO, IL 60637- 2093	N/A	Public	HONORARY GRANT	25,000
CHICAGO COMMUNITY TRUST	111 EAST WACKER DRIVE	CHICAGO, IL 60601	N/A	Public	HONORARY GRANT	10,000
MERIT SCHOOL OF MUSIC	38 SOUTH PEORIA STREET	CHICAGO, IL 60607	N/A	Public	HONORARY GRANT	25,000
ELCA DISASTER RESPONSE	8765 WEST HIGGINS ROAD	CHICAGO, IL 60631	N/A	Public	GRANT TO SUPPORT HURRICANE SANDY RELIEF EFFORTS	25,000
COMMUNITY COUNSELING CENTERS	4740 NORTH CLARK STREET	CHICAGO, IL 60640	N/A	Public	HONORARY GRANT	25,000
CANCER WELLNESS CENTER	215 REVERE DRIVE	NORTHBROOK, IL 60062	N/A	Public	HONORARY GRANT	25,000
LYRIC OPERA OF CHICAGO	20 NORTH WACKER DRIVE	CHICAGO, IL 60606	N/A	Public	THIRD AND FINAL INSTALLMENT FOR THE PRODUCTION OF SHOWBOAT AND ELEKTRA	250,000
CHILDRENS MEMORIAL FOUNDATION	2300 CHILDRENS PLAZA	CHICAGO, IL 60614- 3394	N/A	Public	THIRD AND FINAL INSTALLMENT FOR BRIDGES PALLIATIVE AND HEROES FOR LIFE	100,000
METROPOLIS STRATEGIES	30 WEST MONROE STREET	CHICAGO, IL 60603	N/A	Public	SECOND INSTALLMENT OF FOUR YR GRANT FOR METROPOLIS PARTNERSHIP	250,000
CHICAGO HISTORY MUSEUM	1601 NORTH CLARK STREET	CHICAGO, IL 60614- 6038	N/A	Public	INSTALLMENTS TWO THROUGH FOUR FOR OUT IN CHICAGO	150,000

Elizabeth Morse Genius Charitable Trust
EIN 36-7010559
Form 990 PF
November 30, 2012

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses		Relation	Status	Purpose	Amount
LUTHERAN SOCIAL SERVICES OF IL	1001 EAST TOUHY AVENUE DES PLAINES, IL 60018	N/A	Public	GRANT TO SUPPORT PROGRAMMING AND HONORARY GRANT	200,000
GREATER CHICAGO FOOD DEPOSITORY	4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	N/A	Public	HONORARY GRANT	75,000
					2,276,000

Bank of America Philanthropic Solutions

Foundation details

Elizabeth Morse Genius Charitable Trust

Proposal due	Rolling
Program type	Arts, Culture, & Humanities, Education, Health, Human Services
Area served	IL
Restrictions	Chicago & Cook County
Grant history	Map Chart

Mission

The Elizabeth Morse Genius Charitable Trust was established in 1992 to support and promote charitable organizations that.

- Encourage the principles of individual self-reliance, self-sacrifice, thrift, industry, and humility
- Relieve human suffering through scientific research and education regarding disease, assistance to youths with troubled childhoods and emotional disorders, the care of the elderly, and assistance to humankind during times of natural and man-made disasters
- Foster individual self-worth and dignity, with a broad emphasis on the classical fine arts
- Develop physical health and spiritual well-being through vigorous athletic activity
- Promote world peace and understanding through the improvement of national and international means of travel by air, rail, and sea

Guidelines

The Elizabeth Morse Genius Charitable Trust has a rolling application deadline. In general, applicants will be notified of grant decisions 3 to 4 months after proposal submission.

Bank of America acts as co-trustee for the Genius Charitable Trust in conjunction with Mr. James L. Alexander.

In general, grant requests for endowment campaigns or capital projects will **not**

be considered

The majority of grants from the Genius Charitable Trust are 1 year in duration. On occasion, multi-year support is awarded.

In order to facilitate review of your proposal, please submit **2** copies of your completed grant application. You will find submission information in the Application and Procedures module on the right-hand side of this page.

Bank contact

To discuss the application process or for questions about this foundation, contact us:

George Thorn

Market Philanthropic Director

U S Trust

1 312 828 4154

ilgrantmaking@ustrust.com

231 South LaSalle Street

IL1-231-13-32

Chicago, IL 60604

Always consult with your independent attorney, tax advisor, investment manager, and insurance agent for final recommendations and before changing or implementing any financial, tax, or estate planning strategy.

Institutional Investments & Philanthropic Solutions is part of U S Trust, Bank of America Private Wealth management ("U S Trust"). U S Trust operates through Bank of America, N A and other subsidiaries of Bank of America Corporation ("BAC"). Bank of America, N A, Member FDIC, banking and fiduciary activities are performed by wholly owned banking affiliates of BAC, including Bank of America, N A, member FDIC. Brokerage services may be performed by wholly owned brokerage affiliates of BAC, including Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S").

Investment products

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
----------------------	-------------------------	----------------

Investment products and services may be available through a relationship managed by U S Trust, or through a relationship with MLPF&S. Certain U S Trust associates are also registered representatives with MLPF&S and may assist you with investment products and services provided through MLPF&S and other nonbank investment affiliates. MLPF&S is a registered broker-dealer, member SIPC and a wholly owned subsidiary of BAC.

U S Trust makes available investment products sponsored, managed, distributed or provided by companies that are affiliates of BAC or in which BAC has a substantial economic interest, including BofA™ Global Capital Management.

The Elizabeth Morse Genius Charitable Trust

Grant Application Process

Effective April 30, 2012

Mission Statement

- 1 The encouragement of the principles of individual self-reliance, self-sacrifice, thrift, industry, and humility.
- 2 The relief of human suffering: through scientific research and education regarding disease; assistance to youths with troubled childhoods and emotional disorders; the care of the elderly; and the succor of humankind during time of natural and human-made disasters.
- 3 The fostering of individual self worth and dignity, with a broad emphasis on the classical fine arts.
- 4 The development of physical health and spiritual well being through vigorous athletic activity.
- 5 The promotion of world peace and understanding through the improvement of national and international means of travel by air, rail, and sea.

Letter of Inquiry Requirements

The Trust has a two-step process for applying for a grant

A) First, The Trust requires a Letter of Inquiry that must:

- a) Be submitted in duplicate;
- b) Be no more than three pages; letters that exceed three pages will not be considered. Please note that if the Applicant elects to send a cover letter with the Letter of Inquiry, the number of pages in the cover letter will be counted in determining whether the Applicant has exceeded the foregoing maximum page requirement. ***Do not include any attachments when submitting the Letter of Inquiry;***
- c) Be written in font size no smaller than Times New Roman 12-point with standard, one-inch margins and double-spaced; and
- d) Cover each of the following categories:
 - i. A brief description of the Applicant, its mission, and history;
 - ii. A description of the project or purpose of the request;
 - iii. The grant amount requested; and
 - iv. How the grant, if made, will carry out the Mission of The Trust, as set forth on page 1, above.

The purpose of the Letter of Inquiry is to provide a brief and broad overview of the Applicant and the project or purpose of the request. If invited to submit a Full Proposal, the Applicant will have an opportunity to provide additional detail.

Applicants who have previously received a Grant from The Trust must, prior to submitting a Letter of Inquiry, timely submit a Report to The Trust on the prior Grant in accordance with its Grant Letter.

The Trust reviews Letters of Inquiry on an on-going basis. Review of a Letter of Inquiry under normal circumstances will occur sometime between one and four months after receipt.

Applicants who are *not* invited to submit a Full Proposal must wait at least 12 months before submitting another Letter of Inquiry.

- B) Second, based upon review of the Letter of Inquiry, The Trust will advise the Applicant whether to submit a Full Proposal.
- a) In the event that The Trust invites a Full Proposal, The Trust will advise the Applicant of additional application requirements, as set forth in "Specific Guidelines and Procedures for Submitting a Full Proposal to the Elizabeth Morse Genius Charitable Trust", a copy of which will be included in the Request for Proposal; and
 - b) Please note that The Trust performs an initial review of a Full Proposal within two-three months of receipt. The initial review may raise additional questions for which The Trustees would require additional information or request a site visit. The full review process may take from up to six months to a year from date of receipt of the Full Proposal.
 - c) The Elizabeth Morse Genius Charitable Trust, as a rule, generally does not invite Full Proposals from Applicants who have previously applied for a Grant from its sister Trust, The Elizabeth Morse Charitable Trust.

Full Proposal Requirements

- A) The Elizabeth Morse Genius Charitable Trust accepts Full Proposals for a Grant only after The Trustees have invited a Full Proposal from the Applicant by issuing a written Request for Proposal. The Trustees invite Full Proposals only after review and approval of a Letter of Inquiry previously submitted by the Applicant.
- B) In the event that The Trust invites a Full Proposal, The Trust will advise the Applicant of additional application requirements, as set forth in "Specific Guidelines and Procedures for Submitting a Full Proposal to the Elizabeth Morse Genius Charitable Trust", a copy of which will be included in the Request for Proposal.

Please do not put The Trust or the Trustees on any mailing or email lists to receive any items or requests to purchase tickets or tables at fundraising events.

The Trust generally does not fund

- ◆ Individuals; ◆ Organizations outside the metropolitan Chicago city area; ◆ Capital Campaigns; or ◆ Endowment Campaigns.

Meetings between The Trust and Applicant

- ◆ Occur after a proposal has been submitted; and ◆ At the request of The Trust.

The Trust will notify each Applicant:

- ◆ If additional information is needed; and ◆ The decision regarding the Letter of Inquiry.

Direct Letters of Inquiry in duplicate to:

Elizabeth Morse Genius Charitable Trust
C/o Kristin Carlson Vogen
Bank of America
IL1-231-13-32
231 South LaSalle Street
Chicago, IL 60697

Should you have any questions, please check this website for Frequently Asked Questions (FAQs) or contact Kristin Carlson Vogen at 312/828.1029.

Please Note: This form is to be completed and submitted ONLY
in the event that you are invited by the Trust to submit a full proposal.

Elizabeth Morse Genius Charitable Trust
Proposal Checklist

Organization Name: _____

Address: _____

Name of Contact: _____

Phone #: _____

Amount of Grant: _____

Purpose of Grant: _____

Please add this sheet to your application and place a check mark in each box to indicate the information has been included. Any missing information requires explanation.

The following must be submitted in duplicate:

- ☐ The proposal narrative
- ☐ A current list of the Board of Directors (including professional affiliation)
- ☐ A list of the ten largest grantors for the past year including the dollar amount of each grant
- ☐ A copy of your IRS Determination Letter
- ☐ A complete copy of your most recent 990
- ☐ Most recent audited financial statement
- ☐ An agency budget (income and expenses / projected and actual) for the time period for which you seek funding
- ☐ For program support grants, a current budget for the program (income and expenses / projected and actual)

Elizabeth Morse Genius Charitable Trust
36-7010559
FYE: November 30, 2012

Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BOFA CASH RESERVES			
TRUST CLASS	4,565,372 810	4,565,372 81	4,565,372 81
Total CASH EQUIVALENTS		4,565,372 81	4,565,372 81
CASH/CURRENCY OTHER			
CASH	(804 000)	(804 00)	(804 00)
Total CASH/CURRENCY OTHER		(804 00)	(804 00)
Total CASH/CURRENCY		4,564,568 81	4,564,568 81
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS			
COM	3,133 000	175,509 11	203,645 00
ACCENTURE PLC			
CL A COM			
IRELAND	2,362 000	161,291 03	160,427 04
ACE LTD			
COM			
SWITZERLAND	853 000	61,073 31	67,583 19
AETNA INC			
NEW COM	1,550 000	68,375 31	66,944 50
AFLAC INC			
COM	1,850 000	87,187 48	98,031 50
ALEXION PHARMACEUTICALS INC			
COM	959 000	34,639 51	92,083 18
ALLERGAN INC			
COM	1,156 000	81,889 92	107,219 00
ALLSTATE CORP			
COM	452 000	15,060 12	18,296 96
ALTRIA GROUP INC			
COM	2,710 000	75,182 54	91,625 10
AMAZON COM INC			
COM	657 000	110,279 29	165,596 85
AMGEN INC			
COM	1,500 000	100,692 36	133,200 00
APACHE CORP			
COM	1,230 000	77,241 33	94,820 70
APPLE INC			

Elizabeth Morse Genius Charitable Trust
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Asset Type	Units	Fed Tax Cost	Market Value
COM	840 000	73,099 83	491,635 20
APPLIED MATLS INC			
COM	828 000	9,521 88	8,884 44
AT&T INC			
COM	6,197 000	140,102 26	211,503 61
BANK NEW YORK MELLON CORP			
COM	2,581 000	59,001 40	61,789 14
BERKSHIRE HATHAWAY INC DEL			
NEW CL B COM	530 000	41,924 42	46,682 40
BIOGEN IDEC INC			
COM	972 000	94,654 29	144,915 48
BLACKROCK INC			
CL A	729 000	125,258 12	143,642 16
BRISTOL MYERS SQUIBB CO			
COM	3,650 000	115,592 22	119,099 50
CARDINAL HEALTH INC			
COM	2,050 000	80,635 11	82,922 50
CELGENE CORP			
COM	1,806 000	105,732 30	141,933 54
CF INDS HLDGS INC			
COM	519 000	68,359 47	111,081 57
CHEVRON CORP			
COM	2,839 000	153,598 65	300,053 91
CIGNA CORP			
COM	157 000	6,516 86	8,206 39
CISCO SYS INC			
COM	8,780 000	156,707 26	166,029 80
CITIGROUP INC			
NEW COM	1,880 000	63,563 22	64,991 60
COCA COLA CO			
COM	1,060 000	21,072 17	40,195 20
COGNIZANT TECHNOLOGY SOLUTIONS			
CL A	1,590 000	97,430 47	106,895 70
COMCAST CORP			
NEW CL A COM	4,410 000	65,302 27	164,029 95
COMCAST CORP			
NEW CL A SPL COM	1,914 000	66,854 68	68,980 56
CONOCOPHILLIPS			
COM	2,410 000	96,859 21	137,225 40
CVS CAREMARK CORP			
COM	4,619 000	181,199 98	214,829 69
DANAHER CORP DEL			
COM	2,806 000	149,761 28	151,439 82

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Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
DELPHI AUTOMOTIVE PLC COM			
JERSEY DIRECTV COM	1,914 000	61,338 53	65,056 86
DISCOVER FINL SVCS COM	2,200 000	69,377 72	109,340 00
DISCOVERY COMMUNICATIONS INC NEW SER A COM	1,750 000	10,358 93	72,817 50
DISH NETWORK CORP COM CL A	1,630 000	82,647 95	98,468 30
DISNEY WALT CO COM DISNEY	216 000	5,288 94	8,000 64
EATON CORP COM	1,192 000	40,376 71	59,194 72
EMC CORP COM	858 000	38,638 84	44,753 28
EMERSON ELEC CO COM	9,848 000	231,476 07	244,427 36
EOG RES INC COM	750 000	35,555 78	37,672 50
EXXON MOBIL CORP COM	1,129 000	101,785 98	132,792 98
FACEBOOK INC CL A COM	3,957 000	172,505 82	348,769 98
FRANKLIN RES INC COM	4,173 000	94,616 44	116,844 00
GAP INC DEL COM	816 000	87,331 05	107,728 32
GENERAL DYNAMICS CORP COM	2,400 000	77,009 11	82,704 00
GENERAL ELEC CO COM	1,250 000	78,949 25	83,125 00
GENERAL MLS INC COM	4,770 000	51,449 05	100,790 10
GILEAD SCIENCES INC COM	1,929 000	75,578 22	79,069 71
GOLDMAN SACHS GROUP INC COM	1,458 000	95,703 41	109,350 00
GOOGLE INC CL A COM	816 000	100,308 92	96,116 64
HOME DEPOT INC COM	364 000	201,133 66	254,206 68
	2,500 000	131,058 66	162,675 00

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Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
HONEYWELL INTL INC COM	855 000	50,354 29	52,437 15
ILLINOIS TOOL WKS INC COM	1,750 000	94,728 35	107,747 50
INTEL CORP COM	2,033 000	35,596 36	39,775 65
INTERNATIONAL BUSINESS MACHS COM	703 000	58,040 09	133,619 21
J P MORGAN CHASE & CO COM	8,444 000	281,331 18	346,879 52
JOHNSON & JOHNSON COM	2,368 000	136,153 60	165,120 64
JOHNSON CTLS INC COM	1,174 000	30,381 36	32,331 96
KIMBERLY CLARK CORP COM	240 000	16,050 56	20,572 80
KROGER CO COM	1,330 000	29,885 38	34,899 20
LAS VEGAS SANDS CORP COM	3,726 000	152,793 94	173,817 90
LAUDER ESTEE COS INC CL A	1,863 000	74,409 25	108,519 75
LIBERTY INTERACTIVE CORP LIBERTY VENTURES SER A COM	118 000	4,871 92	6,908 90
LILLY ELI & CO COM	2,600 000	90,796 42	127,504 00
LINKEDIN CORP CL A COM	1,406 000	156,467 54	152,044 84
LOCKHEED MARTIN CORP COM	2,570 000	215,082 21	239,781 00
LOEWS CORP COM	480 000	19,426 52	19,622 40
LORILLARD INC COM	1,109 000	108,269 29	134,366 44
LULULEMON ATHLETICA INC COM	1,615 000	54,125 84	115,924 70
MACYS INC COM	2,400 000	91,370 88	92,880 00
MARATHON OIL CORP COM	2,650 000	56,835 31	81,752 50
MASTERCARD INC CL A COM	270 000	90,129 81	131,943 60
MERCK & CO INC			

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Asset Type	Units	Fed Tax Cost	Market Value
NEW COM	1,710 000	54,372 01	75,753 00
METLIFE INC			
COM	4,968 000	170,118 65	164,887 92
MICROSOFT CORP			
COM	8,700 000	187,097 85	231,550 50
MOSAIC CO			
NEW COM	450 000	24,049 67	24,327 00
NATIONAL OILWELL VARCO INC			
COM	690 000	25,213 99	47,127 00
NORTHROP GRUMMAN CORP			
COM	2,035 000	125,184 72	135,734 50
OCCIDENTAL PETE CORP DEL			
COM	654 000	51,775 55	49,187 34
ORACLE CORP			
COM	7,995.000	197,810 31	257,239.13
PEPSICO INC			
COM	480 000	33,406 18	33,700 80
PFIZER INC			
COM	14,243 000	254,112 66	356,359.86
PG&E CORP			
COM	2,150 000	90,813 85	88,042 50
PHILIP MORRIS INTL INC			
COM	3,825 000	204,958 04	343,791 00
PNC FINL SVCS GROUP INC			
COM	643 000	36,170 96	36,098 02
PPG INDS INC			
COM	915 000	102,402 47	113,707 05
PRECISION CASTPARTS CORP			
COM	600 000	83,116 52	110,034 00
PRICELINE COM INC			
COM NEW	196 000	75,962.09	129,985.24
PROCTER & GAMBLE CO			
COM	1,040 000	46,161 08	72,623.20
PROGRESSIVE CORP OHIO			
COM	715.000	14,461 48	15,193 75
PRUDENTIAL FINL INC			
COM	2,543 000	138,735 48	132,541 16
PUBLIC SVC ENTERPRISE GROUP			
COM	2,920 000	75,824 82	87,862 80
QUALCOMM INC			
COM	2,261 000	114,126.58	143,844 82
RAYTHEON CO			
COM NEW	1,730 000	80,120 85	98,834.90

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Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
ROSS STORES INC COM	1,430.000	46,510.34	81,618.68
SALESFORCE COM INC COM	1,012.000	113,908.16	159,562.04
SHIRE PLC ADR			
JERSEY STANLEY BLACK & DECKER INC COM	133.000	8,266.14	11,521.79
STATE STR CORP COM	651.000	45,612.64	46,813.41
SYMANTEC CORP COM	1,950.000	82,601.61	86,658.00
TARGET CORP COM	815.000	13,321.57	15,289.40
THERMO FISHER SCIENTIFIC CORP COM	994.000	55,624.94	62,751.22
TIME WARNER CABLE INC COM	698.000	38,016.68	44,357.90
TJX COS INC NEW COM	250.000	22,914.43	23,722.50
TRAVELERS COS INC COM	2,450.000	30,383.17	108,633.00
TYCO INTL LTD NEW F COM	955.000	50,957.02	67,633.10
SWITZERLAND UNITED PARCEL SVC INC CL B	2,283.000	51,863.83	64,768.71
UNITED TECHNOLOGIES CORP COM	739.000	48,636.03	54,028.29
VALERO ENERGY CORP NEW COM	720.000	50,521.60	57,679.20
VERIZON COMMUNICATIONS INC COM	3,317.000	61,728.26	107,006.42
VIACOM INC CL B COM	4,150.000	119,856.60	183,098.00
VISA INC CL A COM	765.000	41,559.77	39,481.65
WAL-MART STORES INC COM	2,083.000	199,659.94	311,845.93
WELLS FARGO & CO NEW COM	2,430.000	109,929.33	175,008.60
WILLIAMS COS INC DEL	6,000.000	133,475.04	198,060.00

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Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
COM	500 000	14,190 99	16,420 00
WPP PLC			
ADR COM			
JERSEY	317 000	15,269 70	21,777 90
XCEL ENERGY INC			
COM	639 000	15,661.86	17,284 95
YUM BRANDS INC			
COM	2,635 000	169,812 75	176,755 80
ZIMMER HLDGS INC			
COM	1,381 000	77,443 75	91,104.57
3M CO			
COM	716 000	63,965 03	65,120 20
Total U.S. LARGE CAP		10,578,444 79	14,055,220 56
U.S. MID CAP			
ACTIVISION BLIZZARD INC			
COM	1,303 000	15,002 64	14,925 87
ADT CORP			
COM	820 000	22,531 00	37,638 00
AES CORP			
COM	7,590.000	93,243 16	80,985 30
ALASKA AIR GROUP INC			
COM	166 000	5,954 82	7,096 50
ALLIANT CORP			
COM	567 000	22,655.17	25,412 94
AMDOCS LTD			
COM			
GUERNSEY	672 000	19,554 98	22,485 12
AMERICAN WTR WKS CO INC			
NEW COM	406 000	13,502 14	15,497 02
AMERISOURCEBERGEN CORP			
COM	599 000	19,472 22	25,289 78
APTARGROUP INC			
COM	300.000	15,239 26	14,301.00
ASPEN TECHNOLOGY INC			
COM	433 000	11,227 77	11,253 67
BAIDU INC			
SPONSORED ADR REPSTG ORD SHS			
CAYMAN ISLANDS	1,780 000	196,497.46	171,431 80
BEMIS INC			
COM	451 000	12,461 13	15,153 60
BEST BUY INC			
COM	835 000	15,941 03	10,946 85

Elizabeth Morse Genius Charitable Trust
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Balance Sheet

Asset Type	Units	Fed Tax Cost	Market Value
BLOCK H & R INC COM	954 000	13,963 61	17,200 62
BOSTON SCIENTIFIC CORP COM	15,150.000	86,682 10	83,931 00
BRUKER CORP COM	637 000	7,895 52	9,300 20
BRUNSWICK CORP COM	482 000	11,012 13	12,421 14
CA INC COM	701 000	17,988 91	15,534 16
CABLEVISION SYS CORP CABLEVISION NY GROUP CLASS A COM	892 000	12,711 61	12,345 28
CADENCE DESIGN SYSTEM INC COM	1,268 000	8,272 60	16,167 00
CAMPBELL SOUP CO COM	2,560 000	87,121.10	94,080 00
CENTERPOINT ENERGY INC COM	942 000	14,050 69	18,585 66
CLEAN HBRS INC COM	158 000	5,951 07	9,050.24
CMS ENERGY CORP COM	1,270 000	20,804 51	31,026 10
COCA-COLA ENTERPRISES INC NEW COM	3,165.000	97,915 74	98,684 70
COLUMBIA ACORN FUND CLASS Z SHARES	28,172.315	807,982 00	880,948 29
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	31,671 022	806,344 22	854,800 88
COMMVault SYS INC COM	229.000	11,505 18	15,196 44
CRANE CO COM	251 000	11,330 28	10,652 44
CROWN HLDGS INC COM	342 000	8,529 48	12,773.70
CYTEC INDS INC COM	145 000	6,624 80	9,952 80
DIAMOND OFFSHORE DRILLING INC COM	1,150 000	73,474 50	79,350 00
DOLBY LABORATORIES INC CL A COM	435 000	15,341 03	14,515 95
DOLLAR TREE INC COM	500 000	23,761 75	20,870 00

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Asset Type	Units	Fed Tax Cost	Market Value
DR PEPPER SNAPPLE INC COM	231 000	9,110 53	10,360 35
DRIL-QUIP INC COM	140 000	8,828.96	9,851 80
DSW INC CL A	218 000	9,682.32	14,830 54
DUN & BRADSTREET CORP DEL NEW COM	1,282 000	86,808 48	101,508 76
EASTMAN CHEM CO COM	1,480 000	52,870 34	90,058 00
EDWARDS LIFESCIENCES CORP COM	1,047 000	104,718.77	90,848 19
ENDO HEALTH SOLUTIONS INC COM	657 000	21,879 28	18,842 76
ENERGY XXI (BERMUDA) LTD COM			
BERMUDA	395 000	11,653 88	12,513 60
ENTERGY CORP NEW COM	640 000	42,674 24	40,665 60
EQUIFAX INC COM	300 000	14,847 42	15,372 00
EVEREST RE GROUP LTD COM			
BERMUDA	214 000	21,355 99	23,212 58
FIRST REP BK SAN FRANCISCO CA NEW COM	745 000	21,247 43	25,195 90
FMC TECHNOLOGIES INC COM	2,747.000	111,090 85	112,242 42
FOREST LABS INC COM	548 000	15,564 77	19,432 08
FREESCALE SEMICONDUCTOR LTD COM			
BERMUDA	651 000	6,324 26	6,028 26
GAMESTOP CORP NEW CL A COM	656 000	13,222.42	17,220 00
GANNETT INC COM	1,850 000	31,030 98	33,115 00
GENESEE & WYO INC CL A COM	219 000	8,337 95	15,976 05
GLOBAL PMTS INC COM	454 000	20,925 13	19,935 14
HANESBRANDS INC COM	373 000	8,736.97	13,465 30

Elizabeth Morse Genius Charitable Trust
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Asset Type	Units	Fed Tax Cost	Market Value
HCC INS HLDGS INC COM	369.000	10,401 94	13,608 72
HOLLYFRONTIER CORP COM	235 000	6,884 28	10,652.55
HUMANA INC COM	176.000	12,490 34	11,512 16
INTERPUBLIC GROUP COS INC COM	742 000	7,527 51	8,028.44
ITC HLDGS CORP COM	125 000	6,653 75	9,818 75
JONES LANG LASALLE INC COM	122.000	7,691 10	10,005 22
KEYCORP NEW COM	7,900 000	64,664 97	63,832 00
KLA-TENCOR CORP COM	366 000	18,054.24	16,642 02
LAM RESEARCH CORP COM	483 000	20,531 91	16,962 96
LEAR CORP NEW COM	370 000	17,665 73	16,157 90
LIBERTY INTERACTIVE CORP LIBERTY MEDIA CORP NEW	372 000	6,135 74	7,177 74
LIBERTY CAP SER A COM	142 000	12,203 42	15,618 58
LINCOLN NATL CORP IND COM	3,450 000	83,503 11	85,215 00
LINEAR TECHNOLOGY CORP COM	400 000	12,442 56	13,276 00
MEADWESTVACO CORP COM	342 000	9,553 71	10,571 22
MEDIVATION INC COM	168 000	5,246 08	8,761 20
MEDNAX INC COM	233 000	14,814 61	18,407 00
MICHAEL KORS HLDGS LTD COM			
ISIN VGG607541015 VIRGIN ISLANDS	3,355 000	159,770.21	178,318.25
MICRON TECHNOLOGY INC COM	1,665 000	11,003 46	9,931 73
MOODYS CORP COM	1,050 000	47,394 30	51,009 00
MURPHY OIL CORP COM	45 000	2,515 20	2,553.30
NORTHWEST BANCSHARES INC MD			

Elizabeth Morse Genius Charitable Trust
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Asset Type	Units	Fed Tax Cost	Market Value
COM	675 000	8,059 00	8,052 75
NRG ENERGY INC			
NEW COM	573 000	9,122.96	12,090 30
NVIDIA CORP			
COM	6,700 000	88,929 27	80,199 00
OIL STS INTL INC			
COM	70 000	5,375 48	4,950.40
OLD DOMINION FGHT LINE INC			
COM	429 000	11,314 19	14,345.76
PETSMART INC			
COM	150 000	9,959 31	10,599 00
PHARMACYCLICS INC	160 000	9,592.68	8,488 00
PINNACLE WEST CAP CORP			
COM	1,100 000	57,820 90	56,606 00
PITNEY BOWES INC			
COM	742 000	10,112 52	8,302 98
ROCKWOOD HLDGS INC			
COM	211 000	4,783.49	9,678 57
ROSETTA RES INC			
COM	275 000	7,618.68	12,358 50
RPM INTL INC			
COM	566.000	13,275 07	16,419 66
SAFEWAY INC			
COM NEW	4,950 000	98,414 40	84,694 50
SCRIPPS NETWORKS INTERACTIVE INC			
CL A COM	1,250.000	78,239 42	73,800.00
SEALED AIR CORP NEW			
COM	310 000	5,096 03	5,214 20
SEATTLE GENETICS INC			
COM	170 000	3,017 85	4,302 70
SILGAN HOLDINGS INC			
COM	272 000	8,054 71	12,098 56
SIX FLAGS ENTMT CORP NEW			
COM	257 000	8,664 23	15,800 36
SLM CORP			
COM	5,150 000	82,845 70	85,232 50
SMITH A O			
COM	362 000	15,244 13	22,787 90
SOUTHWEST AIRLS CO			
COM	8,739 000	78,416 93	83,282 67
ST JUDE MED INC			
COM	1,283 000	54,573 05	43,981.24
STAPLES INC			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	1,115 000	12,894.92	13,045 50
SVB FINL GROUP			
COM	65 000	3,909 41	3,589 30
TELEFLEX INC			
COM	246 000	13,569 09	17,023 20
TENET HEALTHCARE CORP			
NEW COM	357 000	7,156.33	10,338 72
TESORO CORP			
COM	2,160 000	68,372 25	91,324 80
TOWERS WATSON & CO			
CL A COM	468.000	20,256 66	24,747 84
TYSON FOODS INC			
CL A	450 000	7,876.60	8,626 50
UNITED RENTALS INC			
COM	308 000	7,032 58	12,791 24
URS CORP NEW			
COM	329 000	13,300 43	12,396 72
WARNACO GROUP INC			
COM NEW	131 000	6,868 25	9,417.59
WESTERN DIGITAL CORP			
COM	1,469 000	59,993 60	49,108 67
WESTERN UNION CO			
COM	3,721 000	65,915 92	46,921 81
WEX INC			
COM	200 000	5,974.00	14,392 00
WINDSTREAM CORP			
COM	1,795 000	16,226 18	15,042 10
WISCONSIN ENERGY CORP			
COM	475 000	17,829 93	17,826.75
3D SYS CORP			
DE COM NEW	212 000	6,477 48	9,478 52
Total U.S. MID CAP		4,772,788 38	5,067,894 93
U.S. SMALL CAP			
ACCRETIVE HEALTH INC			
COM	710 000	8,256 35	8,470 30
ACORDA THERAPEUTICS INC			
COM	207.000	5,166.17	5,218 47
ACTUANT CORP			
COM CL A NEW	551.000	10,548 12	15,852 27
AEROPOSTALE			
COM	656 000	17,157 20	9,059 36
ALIGN TECHNOLOGY INC			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	282 000	5,657.15	7,723 98
AMERICAN AXLE & MFG HLDGS INC			
COM	397 000	4,315 22	4,152.62
ANN INC			
COM	408 000	6,731 67	13,688 40
APOLLO GROUP INC			
CL A	350 000	10,111 61	6,716 50
APPLIED MICRO CIRCUITS CORP			
COM	540 000	3,006 23	3,688 20
APPROACH RES INC			
COM	170 000	5,511 86	3,993 30
ASPEN INS HLDGS LTD			
COM			
BERMUDA	369 000	9,709 02	11,549 70
AVIS BUDGET GROUP INC			
COM	511 000	6,803 44	9,678 34
B & G FOODS INC			
CL A COM	361 000	10,302 21	10,533 98
BARNES GROUP INC			
COM	952 000	21,681 14	20,077 68
BEACON ROOFING SUPPLY INC			
COM	176 000	4,907.06	5,427 84
BERRY PETE CO			
CL A	277.000	11,766 65	8,617 47
BROADSOFT INC			
COM	169 000	4,049.26	5,345 47
CALGON CARBON CORP			
COM	807 000	11,729 26	10,926 78
CAVIUM INC			
COM	255 000	7,669 72	8,983 65
CEPHEID			
COM	179 000	6,949 93	5,803 18
CHEESECAKE FACTORY INC			
COM	278 000	6,732 01	9,504 82
CHEMTURA CORP			
NEW COM	313 000	6,111 81	6,360 16
CHILDRENS PL RETAIL STORES INC			
COM	442 000	22,033 83	21,485 62
CIENA CORP			
NEW COM	605 000	12,327 59	9,002 40
CLECO CORP NEW			
COM	265 000	9,527 70	10,676 85
COGENT COMMUNICATIONS GROUP INC			

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Asset Type	Units	Fed Tax Cost	Market Value
NEW COM	307 000	6,368.29	6,489 98
COGNEX CORP			
COM	380 000	13,154 59	13,611.60
COHEN & STEERS INC			
COM	288 000	7,884 93	8,231 04
COMSCORE INC			
COM	699 000	15,930 08	9,303 69
CORNERSTONE ONDEMAND INC			
COM	450.000	8,487 46	12,618.00
COSTAR GROUP INC			
COM	143 000	8,663 31	12,420 98
CUBIST PHARMACEUTICALS INC			
COM	144 000	3,796.63	5,847.84
CYPRESS SEMICONDUCTOR CORP			
COM	565.000	6,766.84	5,734 75
DANA HLDG CORP	1,459 000	16,870 24	20,688 62
DARLING INTL INC			
COM	449 000	6,252 28	7,574 63
DEALERTRACK TECHNOLOGIES INC			
COM	499.000	14,580 35	13,418 11
DEVRY INC DEL			
COM	193 000	8,558 29	5,031 51
DOMINOS PIZZA INC			
COM	306 000	9,800 43	12,729 60
DONNELLEY R R & SONS CO			
COM	2,155 000	25,694.80	20,257 00
EMCOR GROUP INC			
COM	454.000	11,782 10	14,913 90
ENDOLOGIX INC	604.000	8,393 33	8,854 64
ENPRO INDS INC			
COM	235 000	8,505 13	9,230 80
ESTERLINE TECHNOLOGIES CORP			
COM	212 000	10,601.83	12,961 68
ETHAN ALLEN INTERIORS INC			
COM	240 000	4,930 92	6,962 40
EXACTTARGET INC			
COM	518 000	12,939 20	10,675 98
FEDERATED INVS INC PA			
CL B	500.000	10,277 90	9,925 00
FIFTH & PAC COS INC			
COM	950 000	10,659 79	11,447 50
FINISAR CORP			
COM	681 000	10,353 46	9,241 17

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Asset Type	Units	Fed Tax Cost	Market Value
FINISH LINE INC			
CL A	427 000	9,234 39	8,809 01
FIRST MIDWEST BANCORP DEL			
COM	817 000	10,389 02	10,212 50
FIVE BELOW INC			
COM	308 000	9,524.09	11,442 20
FLEETCOR TECHNOLOGIES INC			
COM	110 000	3,899 74	5,740 90
FRESH MKT INC			
COM	155 000	6,315 05	8,033 65
GENERAL CABLE CORP DEL NEW			
COM	438.000	12,806 73	12,574 98
GLOBE SPECIALTY METALS INC			
COM	235 000	3,966.92	3,257 10
GREENWAY MEDICAL TECHNOLOGIES			
INC COM	427 000	6,783 53	8,300 88
HAIN CELESTIAL GROUP INC			
COM	230 000	4,657 30	13,862 10
HEALTHSOUTH CORP			
NEW COM	480 000	11,260 13	10,555 20
HECLA MNG CO			
COM	837 000	5,457 11	4,854 60
HMS HLDGS CORP			
COM	300 000	8,246 88	6,951 00
HORNBECK OFFSHORE SVCS INC			
NEW COM	552 000	20,378.57	19,855.44
HUB GROUP INC			
CL A	321 000	10,959 16	10,390 77
ICONIX BRAND GROUP INC			
COM	591 000	10,521 85	11,914.56
IDENIX PHARMACEUTICALS INC COM	721 000	6,465 25	3,687 92
INNOPHOS HLDGS INC			
COM	219 000	8,355.32	10,492 29
INSULET CORP			
COM	532 000	7,824 19	11,677 40
INTERVAL LEISURE GROUP INC			
COM	379 000	4,838 42	7,136 57
ITRON INC			
COM	268 000	10,850 50	11,738 40
J & J SNACK FOODS CORP			
COM	138 000	7,406.27	8,680 20
JDA SOFTWARE GROUP INC			
COM	563 000	18,661 20	25,143 58

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Asset Type	Units	Fed Tax Cost	Market Value
KAYAK SOFTWARE CORP			
CL A COM	127 000	4,517 62	5,168 90
KODIAK OIL & GAS CORP			
COM	568.000	3,799 41	4,873 44
LANCASTER COLONY CORP			
COM	198 000	13,886 14	14,996 52
LIFE TIME FITNESS INC			
COM	251 000	8,875 76	11,812 06
LINDSAY MANUFACTURING COMPANY			
COM	187 000	13,371 77	14,789 83
MAGELLAN HEALTH SVCS INC			
NEW COM	280.000	13,734 09	14,526 40
MARRIOTT VACATIONS WORLDWIDE			
CORP COM	345 000	10,281 39	13,734 45
MASTEC INC			
COM	579 000	10,442 73	13,224 36
MAXIMUS INC			
COM	305 000	12,894 37	19,211 95
MB FINL INC			
NEW COM	571 000	9,873 39	11,100 24
MICROSEMI CORP			
COM	593 000	11,043 82	11,350 02
NATIONAL FINL PARTNERS CORP			
COM	561 000	8,241 28	9,318 21
NATIONAL PENN BANCSHARES INC			
COM	960 000	6,765 37	9,091.20
NETGEAR INC			
COM	485 000	17,796 83	16,907 10
NORTHERN OIL & GAS INC NEV	398 000	8,153 99	6,248 60
NXSTAGE MED INC			
COM	534 000	10,160 23	6,418 68
OMNIVISION TECHNOLOGIES INC			
COM	704 000	11,156 61	10,623 36
ON ASSIGNMENT INC			
COM	408 000	8,255 48	8,131 44
OPENTABLE INC			
COM	182 000	7,693 30	8,169 98
OPTIMER PHARMACEUTICALS INC			
COM	382.000	3,489 62	3,884 94
PAREXEL INTL CORP			
COM	222 000	4,750 34	7,168 38
PEBBLEBROOK HOTEL TR			
COM	327 000	6,196.55	6,817 95

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Asset Type	Units	Fed Tax Cost	Market Value
PIER 1 IMPORTS INC COM	667 000	11,830 67	12,799 73
POLYONE CORP COM	793 000	11,253 60	15,971 02
PORTLAND GEN ELEC CO COM NEW	394 000	7,285 06	10,649 82
PROASSURANCE CORP COM	37 000	2,162 88	3,355 16
PROSPERITY BANCSHARES INC COM	290 000	11,659.31	11,927.70
PROTECTIVE LIFE CORP COM	284.000	6,396 59	7,710 60
QLIK TECHNOLOGIES INC COM	505 000	9,700 77	9,786 90
QUESTCOR PHARMACEUTICALS INC RBC BEARINGS INC	565 000	17,670.70	14,633 50
COM	315 000	9,205 62	14,675 85
SILICON GRAPHICS INTL CORP COM	892 000	7,874 76	7,461.58
SOTHEBYS HLDGS INC CL A	188 000	4,276 81	5,425 68
SOURCEFIRE INC COM	121 000	5,039 72	5,956 83
SPIRIT AEROSYSTEMS HLDGS INC CL A COM	469 000	10,853 78	7,386 75
SPIRIT AIRLS INC COM	902 000	16,500.25	15,135 56
STIFEL FINL CORP COM	403 000	14,721 97	12,259 26
STONE ENERGY CORP COM	528.000	12,763 14	10,945 44
SYNAGEVA BIOPHARMA CORP COM	108 000	5,808 57	5,284 44
TANGOE INC COM	599 000	11,756 67	7,810 96
TEAM HEALTH HOLDINGS INC COM	302 000	8,451.59	8,452 98
TETRA TECH INC NEW COM	584 000	12,960 38	15,043 84
TEXAS CAP BANCSHARES INC COM	270 000	12,250 72	12,160 80
THERAVANCE INC COM THORATEC CORP	301 000	6,064 20	6,766.48

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Asset Type	Units	Fed Tax Cost	Market Value
COM NEW	182 000	5,143 54	6,770 40
TITAN INTL INC			
ILLINOIS COM	321 000	6,811 84	6,525.93
TOWER GRP INC			
COM	654 000	13,943.94	11,052 60
TRUSTMARK CORP			
COM	515 000	11,842 02	11,443 30
U S AWYS GROUP INC	492 000	6,737 50	6,341 88
ULTIMATE SOFTWARE GROUP INC			
COM	146 000	6,044 14	13,798 46
UMPQUA HLDGS CORP			
COM	1,079 000	13,747 06	12,581 14
UNITED NAT FOODS INC			
COM	189.000	6,742.17	9,784 53
UNITED THERAPEUTICS CORP DEL			
COM	209 000	10,887 04	10,982 95
UNIVERSAL DISPLAY CORP			
COM	123 000	5,150 39	2,937 24
VAALCO ENERGY INC COM	1,526 000	11,166 05	12,925 22
VIROPHARMA INC			
COM	204 000	3,650 64	5,057 16
VITAMIN SHOPPE INC			
COM	243 000	7,213 27	14,400 18
VIVUS INC			
COM	409 000	8,719 63	4,621 70
VOLCANO CORP			
COM	367 000	10,830 81	10,004 42
WASHINGTON FED INC			
COM	580.000	7,752 17	9,320 60
WATSCO INC			
COM	132 000	9,725 20	9,463 08
WELLCARE GROUP INC			
COM	140 000	7,924 63	6,757 80
WEST PHARMACEUTICAL SVSC INC			
COM	269.000	10,117 22	14,534 07
WOLVERINE WORLD WIDE INC			
COM	189 000	8,227 82	8,179 92
WRIGHT MED GROUP INC			
COM	423 000	6,020 58	8,933 76
Total U.S. SMALL CAP		1,269,081 52	1,351,604 24
INTERNATIONAL DEVELOPED			
ABB LTD			

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Asset Type	Units	Fed Tax Cost	Market Value
SPONSORED ADR SWITZERLAND	836 000	18,880 27	16,235 12
ADIDAS AG SPONSORED ADR GERMANY	577 000	13,992 25	25,372 42
ALKERMES PLC COM IRELAND	367 000	5,869 98	7,086 77
AMADEUS IT HLDG SA ADS UNSPONSORED ADR SPAIN	637.000	10,990 88	14,871 40
AON PLC COM ISIN GB00B5BT0K07 UNITED KINGDOM	263 000	12,791 48	14,938 40
AVAGO TECHNOLOGIES LTD COM SINGAPORE	285 000	9,783 06	10,003.50
BG GROUP PLC ADR FINAL INSTALLMENT NEW UNITED KINGDOM	1,312 000	21,356 62	22,498 18
BHP BILLITON LTD SPONSORED ADR AUSTRALIA	248 000	15,803 68	17,865 92
BRAMBLES LTD UNSPONSORED ADR AUSTRALIA	1,572 000	22,622 08	23,746.63
BRITISH AMERN TOB PLC SPONSORED ADR UNITED KINGDOM	208.000	13,091 52	21,929 44
BRITISH SKY BROADCASTING GROUP PLC SPONSORED ADR UNITED KINGDOM	295.000	13,043.17	14,353 52
BUNZL PLC SPONSORED ADR NEW UNITED KINGDOM	254.000	12,959 08	20,943 82
CANADIAN NATIONAL RAILWAY COM CANADA	166 000	9,629 18	14,911 78
CANON INC ADR REPSTG 5 SHS JAPAN	258 000	10,667 06	9,076 44
CAP GEMINI S A ADR			

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Asset Type	Units	Fed Tax Cost	Market Value
FRANCE	556 000	13,437 02	11,768 85
CENOVUS ENERGY INC COM			
CANADA	214 000	5,529 76	7,136 90
CENTRICA PLC SPONSORED ADR NEW 2004			
UNITED KINGDOM	764 000	13,690 88	15,961 49
CHEUNG KONG HLDGS LTD ADR			
HONG KONG	1,373 000	15,913 07	20,957 47
CHINA MOBILE LTD SPONSORED ADR			
HONG KONG	219 000	10,341 06	12,465 48
CNOOC LTD SPONSORED ADR			
HONG KONG	128 000	21,867.57	27,284 48
COCA COLA AMATIL LTD SPONSORED ADR			
AUSTRALIA	635 000	12,757.15	18,204 82
COCA COLA HELLENIC BOTTLING CO S A ADR SPONSORED ADR			
GREECE	458 000	9,494 06	10,547 74
COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES	12,202 363	477,966 55	494,073.68
COMPASS GROUP PLC SPONSORED ADR NEW			
UNITED KINGDOM	2,941 000	23,174.49	33,983 26
DENSO CORP UNSPONSORED ADR			
JAPAN	872 000	12,311 97	14,321 73
DEUTSCHE BOERSE ADR			
GERMANY	1,827 000	10,093.37	10,291 49
DIAGEO PLC SPONSORED ADR NEW			
UNITED KINGDOM	499 000	56,621 83	59,665 43
ERICSSON ADR CL B SEK 10 NEW			
SWEDEN	1,301 000	14,367 37	12,216.39
FANUC CORP UNSP ADR			
JAPAN	566 000	12,127 06	15,899 51
FRESENIUS MED CARE AG			

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Asset Type	Units	Fed Tax Cost	Market Value
SPONSORED ADR GERMANY	200 000	10,746 92	13,740 00
GALAXY ENTMT GROUP LTD SPONSORED ADR HONG KONG	314 000	9,620 35	11,972 51
GROUPE CGI INC CL A SUB VTG COM CANADA	530 000	11,428 94	12,184 70
HARBOR INTERNATIONAL FUND INSTL CL	22,087 241	1,075,648 65	1,353,727.00
HUTCHISON WHAMPOA LTD ADR HONG KONG	788 000	9,802.72	16,207 58
IMPERIAL TOBACCO GROUP PLC SPONSORED ADR UNITED KINGDOM	414 000	23,676 78	33,134 90
INTERXION HLDG NV COM NETHERLANDS	442 000	8,122 87	9,595 82
JULIUS BAER GROUP LTD ADR SWITZERLAND	2,269.000	12,972.25	15,547 19
KEPPEL CORP LTD SPONSORED ADR SINGAPORE	1,151 000	12,823.19	20,201 20
KINGFISHER PLC SPONSORED ADR UNITED KINGDOM	1,878 000	11,907 96	16,734 86
KOMATSU LTD SPON ADR NEW JAPAN	551 000	10,232 07	12,340 20
L OREAL CO ADR FRANCE	477 000	9,329.65	12,947 21
LIONS GATE ENTMT CORP COM NEW CANADA	629.000	9,262 37	10,303 02
LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS	1,750.000	89,388 07	87,027 50
NESTLE S A SPONSORED ADR SWITZERLAND	982.000	51,968 56	64,290 56

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Asset Type	Units	Fed Tax Cost	Market Value
NIDEC CORP SPONSORED ADR JAPAN	777 000	16,292 72	11,864 79
NOVARTIS A G SPONSORED ADR SWITZERLAND	244 000	11,721.76	15,140 20
NOVO-NORDISK A S ADR DENMARK	791 000	80,174.81	125,507 97
PEARSON PLC SPONSORED ADR UNITED KINGDOM	532 000	10,026 59	10,129 28
POTASH CORP SASK INC COM CANADA	442 000	18,259 72	17,025 84
PUBLICIS S A NEW NEW SPONSORED ADR COM FRANCE	1,434 000	17,196.67	20,279 63
REED ELSEVIER P L C SPONSORED ADR NEW COM UNITED KINGDOM	795 000	24,156 49	32,817 60
ROCHE HLDG LTD SPONSORED ADR SWITZERLAND	605 000	23,049 02	29,779 92
ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM	297 000	17,280 31	20,516 76
SAP AG SPONSORED ADR GERMANY	489 000	23,063 67	38,137.11
SCHNEIDER ELEC SA ADR FRANCE	992.000	11,627 67	13,944 54
SEAGATE TECH COM IRELAND	1,050 000	28,512.54	26,355 00
SMITH & NEPHEW PLC SPDN ADR NEW UNITED KINGDOM	294 000	14,802 71	15,514 38
SUNCOR ENERGY INC NEW COM CANADA	638 000	22,629 37	20,805 18
SWEDBANK A B			

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Asset Type	Units	Fed Tax Cost	Market Value
SPONSORED ADR SWEDEN	829 000	13,828 35	15,300 85
SYNGENTA AG SPONSORED ADR SWITZERLAND	338.000	15,723 48	27,029 86
TOYOTA MOTOR CORP SP ADR REP2COM JAPAN	138.000	9,409.55	11,879 04
TRANSCANADA CORP COM CANADA	432 000	14,579 57	19,867 68
UNILEVER N V NEW NEW YORK SHSADR NETHERLANDS	612 000	17,179 22	23,151 96
VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM	2,285 000	64,172 91	58,941 58
VOLVO AKTIEBOLAGET ADR B SWEDEN	971 000	15,066 66	13,743 53
WILLIS GROUP HLDGS PLC COM IRELAND	325 000	9,945 00	11,401 00
WORLEYPARSONS LTD UNSPON ADR AUSTRALIA	624 000	18,878 74	15,988 13
Total INTERNATIONAL DEVELOPED		2,755,682 40	3,283,688 14
EMERGING MARKETS			
AMERICA MOVIL S A B DE C V SPONSORED ADR REPSTG SER L SHS MEXICO	844 000	20,708 06	19,909 96
BANCO BRADESCO S A SPONSORED ADR REPSTG PFD SHS BRAZIL	1,565 000	23,011 22	26,354 60
CIELO S A SPONSORED ADR FOMENTO ECONOMICO MEXICANO SA SPON ADR UNITS MEXICO	373 000	7,121 19	9,846 83
GAZPROM O A O SPONSORED ADR REG S RUSSIA	140 000	6,939 20	13,731 20
	1,166 000	11,129.47	10,460 19

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Asset Type	Units	Fed Tax Cost	Market Value
GRUPO TELEVISA SA DE CV SP ADR REP ORD MEXICO	1,077 000	20,190 50	25,492 59
INDUSTRIAL & COML BK CHINA ADR CHINA	1,647 000	22,942.76	22,229 56
LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL NICE SYS LTD SPONSORED ADR	148,527 320	2,681,500.00	2,848,754 00
ISRAEL TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR TAIWAN	185 000 1,129 000	4,758 20 10,996 46	6,249 30 19,497 83
TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL	760 000	37,002 14	30,666 00
Total EMERGING MARKETS		2,846,299 20	3,033,192 06
Total EQUITIES		22,222,296 29	26,791,599 93
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
ABBOTT LABS NT DTD 05/12/06 5 875% DUE 05/15/16	150,000 000	150,368 75	176,431 50
ALLSTATE CORP SR NT DTD 08/16/04 5 000% DUE 08/15/14	150,000 000	161,084 50	160,845 00
AMERICAN EXPRESS CO NT DTD 07/24/03 4 875% DUE 07/15/13	150,000 000	147,131 50	154,075 50
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 5 000% DUE 04/15/20	150,000.000	159,522 25	181,158 00
BANK NEW YORK INC MEDIUM TERM SR NT DTD 05/12/09 5 450% DUE 05/15/19	150,000 000	167,000 25	180,478 50
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT DTD 01/11/11 4 250% DUE 01/15/21	150,000.000	150,922.50	173,619 00

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Asset Type	Units	Fed Tax Cost	Market Value
CATERPILLAR FINL SVCS CORP SR UNSECD MTN DTD 02/12/09 6 125% DUE 02/17/14	150,000 000	169,098 25	160,024 50
CHEVRON CORP SR NT DTD 03/03/09 4.950% DUE 03/03/19	150,000 000	158,556 50	179,784 00
CISCO SYS INC NT DTD 02/22/06 5 500% DUE 02/22/16	150,000 000	141,946.00	172,308 00
CITIGROUP INC GLOBAL SR NT DTD 05/05/04 5 125% DUE 05/05/14	150,000 000	135,327 00	158,287 50
COCA-COLA CO NT DTD 11/01/07 5 350% DUE 11/15/17	150,000 000	148,240 50	180,732 00
COMCAST CORP NEW SR UNSECD NT DTD 07/02/12 3 125% DUE 07/15/22	150,000 000	155,935.50	156,708 00
CREDIT SUISSE FIRST BOSTON USA INC GLOBAL SR NT DTD 08/17/05 5 125% DUE 08/15/15	150,000 000	155,908 00	166,525 50
CVS CAREMARK CORP SR UNSECD NT DTD 05/25/07 5.750% DUE 06/01/17	150,000 000	174,394 50	180,226 50
DOW CHEM CO SR UNSECD NT CALL 08/15/20 DTD 11/09/10 4 250% DUE 11/15/20	150,000 000	157,261 50	165,889 50
DU PONT E I DE NEMOURS & CO SR NT DTD 02/20/09 4 750% DUE 03/15/15	150,000 000	169,758.50	163,624 50
FEDERAL HOME LN BK GLOBAL BD DTD 05/27/04 5 250% DUE 06/18/14	550,000 000	561,044.22	592,333 50
FEDERAL HOME LN MTG CORP NT DTD 07/14/05 4 375% DUE 07/17/15	550,000.000	589,531 15	607,579 50
FEDERAL HOME LN MTG CORP NT DTD 07/18/03 4 500% DUE 07/15/13	550,000 000	594,249 28	564,668 50
FEDERAL HOME LN MTG CORP REFERENCE NTS DTD 03/27/09 3.750% DUE 03/27/19	550,000 000	584,928 57	640,766 50
FEDERAL NATL MTG ASSN			

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Asset Type	Units	Fed Tax Cost	Market Value
MTN			
DTD 06/08/07 5.375% DUE 06/12/17 FEDERAL NATL MTG ASSN NT	550,000 000	559,027 25	665,687 00
DTD 08/17/06 5 250% DUE 09/15/16 FEDERAL NATL MTG ASSN POOL #889780	550,000 000	631,911 28	647,179 50
DTD 07/01/08 5 500% DUE 03/01/23 FEDERAL NATL MTG ASSN POOL #988801	164,956 378	163,925 41	178,697 24
DTD 08/01/08 6 000% DUE 08/01/23 FIFTH THIRD BANCORP SR UNSCED NT	64,388 473	64,881 44	70,625 14
DTD 01/25/11 3 625% DUE 01/25/16 GENERAL ELEC CAP CORP SR UNSECD MTN	150,000 000	151,061 00	160,773 00
DTD 10/17/11 4 650% DUE 10/17/21 GENERAL MLS INC SR UNSECD NT	150,000 000	155,227 25	170,439 00
DTD 08/05/08 5 250% DUE 08/15/13 GOLDMAN SACHS GROUP INC NT	150,000.000	156,822 95	154,921 50
DTD 09/29/04 5 000% DUE 10/01/14 HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100	150,000 000	131,336 50	159,847 50
DTD 03/31/11 4 400% DUE 04/01/21 HONEYWELL INTL INC SR UNSECD MTN	150,000 000	171,204 00	177,394 50
DTD 02/29/08 5.300% DUE 03/01/18 INTERNATIONAL BUSINESS MACHS CORP SR NT	150,000.000	141,920 75	181,108 50
DTD 09/14/07 5 700% DUE 09/14/17 KROGER CO SR NT	150,000 000	135,636 00	181,752 00
DTD 01/16/08 6 150% DUE 01/15/20 MCDONALDS CORP SR UNSECD MTN	150,000 000	184,177.75	184,299.00
DTD 10/18/07 5.800% DUE 10/15/17 MERCK & CO INC NT	150,000 000	148,830.25	183,654 00
DTD 02/17/05 4 750% DUE 03/01/15 METLIFE INC SR UNSECD NT	150,000 000	143,046 25	164,112 00

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 05/29/09 6.750% DUE 06/01/16 ORACLE CORP / OZARK HLDG INC NT	150,000 000	174,202 25	179,197 50
DTD 01/13/06 5.250% DUE 01/15/16 PROCTER & GAMBLE CO NT	150,000 000	139,064 75	170,454 00
DTD 08/10/04 4.950% DUE 08/15/14 PRUDENTIAL FINL INC MTN SER B	150,000 000	151,029.75	161,646.00
DTD 09/20/04 5.100% DUE 09/20/14 TARGET CORP SR UNSECD NT	150,000.000	155,472 00	160,807 50
DTD 07/16/10 3.875% DUE 07/15/20 TIME WARNER INC NEW NT	150,000 000	157,411.25	171,745 50
DTD 11/13/06 5.875% DUE 11/15/16 UNILEVER CAPITAL CORP CO GTD SR NT	150,000.000	167,250 75	176,599 50
DTD 02/12/09 4.800% DUE 02/15/19 UNITED STATES TREAS NT	125,000 000	131,897 50	146,971 25
DTD 02/15/11 3.625% DUE 02/15/21 UNITED STATES TREAS NT	400,000 000	424,410 15	474,156.00
DTD 05/15/03 3.625% DUE 05/15/13 UNITED STATES TREAS NT	500,000 000	511,835.94	507,830 00
DTD 08/15/03 4.250% DUE 08/15/13 UNITED STATES TREAS NT	325,000 000	351,175 64	334,269 00
DTD 08/15/05 4.250% DUE 08/15/15 UNITED STATES TREAS NT	250,000 000	270,812 13	276,367 50
DTD 08/15/07 4.750% DUE 08/15/17 UNITED STATES TREAS NT	200,000 000	221,742 99	238,796 00
DTD 08/15/08 4.000% DUE 08/15/18 UNITED TECHNOLOGIES CORP NT	625,000 000	653,354 99	739,012 50
DTD 12/07/07 5.375% DUE 12/15/17 VERIZON COMMUNICATIONS INC NT	150,000 000	142,607.75	181,257 00
DTD 02/15/06 5.550% DUE 02/15/16 WAL-MART STORES INC SR NT	150,000 000	156,836 75	171,642.00
DTD 08/24/07 5.800% DUE 02/15/18 WASTE MGMT INC CO GTD SR NT	150,000 000	147,266 25	185,214 00
DTD 06/08/10 4.750% DUE 06/30/20	150,000 000	157,535 00	173,074 50

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WELLS FARGO & CO			
NEW MEDIUM TERM SR NT			
DTD 03/29/11 4 600% DUE 04/01/21	150,000 000	172,369.50	174,069 00
WELLS FARGO ADVANTAGE ULTRA			
SHORT TERM INCOME FUND	24,165 054	206,127 91	206,852 86
XEROX CORP			
SR UNSECD NT			
DTD 12/04/09 4.250% DUE 02/15/15	150,000 000	159,634 50	157,795 50
3M COMPANY			
MTN			
DTD 08/21/08 4 375% DUE 08/15/13	150,000 000	158,592 15	154,395 00
Total INVESTMENT GRADE TAXABLE		12,581,847 20	13,538,707 49
INTERNATIONAL DEVELOPED BONDS			
PIMCO FOREIGN BOND FUND UNHEDGED			
INSTL CL	56,884 108	615,000 00	652,460 72
Total INTERNATIONAL DEVELOPED BONDS		615,000 00	652,460 72
GLOBAL HIGH YIELD TAXABLE			
AES CORP			
SR UNSECD NT			
DTD 12/01/08 8 000% DUE 06/01/20	25,000 000	29,000 00	28,875 00
AMC ENTMT INC			
NEW SR UNSECD NT C6/1/14 @104 38			
DTD 06/09/09 8 750% DUE 06/01/19	20,000 000	21,900 00	22,000 00
AMERICAN CASINO & ENTMT PPTYS			
LLC / ACEP FIN CORP SR SECD NT			
DT 12/15/09 11 000% DUE 06/15/14	22,000 000	22,985 60	22,618 86
AMERISTAR CASINOS INC CO GTD SR			
NT SER WI CALL 4/15/15 @105 62			
DTD 10/15/11 7 500% DUE 04/15/21	18,000 000	19,440 00	19,170 00
ANIXTER INC			
CO GTD SR NT			
DTD 04/30/12 5 625% DUE 05/01/19	14,000 000	14,840 00	14,665 00
AVIS BUDGET CAR RENT LLC / AVIS			
BUDGET FIN INC CO GTD SR NT C3/			
DTD 03/10/10 9.625% DUE 03/15/18	20,000 000	22,500 00	22,250 00
BE AEROSPACE INC			
SR NT CALL 10/1/15 @103 44			
DTD 09/16/10 6.875% DUE 10/01/20	14,000 000	15,592 50	15,610 00
BOISE PAPER HLDGS L L C / BOISE			
CO-ISSUER CO CO GTD SR NT CALL			
DTD 03/19/10 8 000% DUE 04/01/20	16,000.000	17,556.80	17,400 00

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BREITBURN ENERGY PARTNERS L P / BREITBURN FINANCE CO GTD SR NT DTD 10/06/10 8 625% DUE 10/15/20 CCO HLDGS LLC/CCO HLDGS CAP CORP SR UNSECD NT C1/31/17 @103 31 DTD 01/26/12 6 625% DUE 01/31/22 CELANESE US HLDGS LLC SR UNSECD NT DTD 11/13/12 4.625% DUE 11/15/22 CIT GROUP INC NEW SR UNSECD NT DTD 03/15/12 5 250% DUE 03/15/18 CITIZENS COMMUNICATIONS CO SR UNSECD NT DTD 12/22/06 7 875% DUE 01/15/27 CONCHO RES INC CO GTD SR NT C1/15/17 @103 25 DTD 05/23/11 6.500% DUE 01/15/22 COPANO ENERGY LLC/COPANO ENERGY FIN CORP CO GTD SR NT CALL DTD 04/05/11 7 125% DUE 04/01/21 CROSSTEX ENERGY L P / CROSSTEX ENERGY FIN CORP CO GTD SR NT DTD 02/10/10 8 875% DUE 02/15/18 DANA HLDG CORP UNSECD SR NT C2/15/16 @103 38 DTD 01/28/11 6 750% DUE 02/15/21 DISH DBS CORP CO GTD SR NT DTD 05/05/11 6 750% DUE 06/01/21 E TRADE FINL CORP SR NT DTD 05/19/11 6 750% DUE 06/01/16 EAGLE ROCK ENERGY PARTNERS L P/ EAGLE ROCK ENERGY FIN CORP CO DTD 12/01/11 8 375% DUE 06/01/19 ENERGY TRANSFER EQUITY L P SR UNSECD NT DTD 09/20/10 7 500% DUE 10/15/20 EQUINIX INC SR NT CALL 3/1/14 @104.06 DTD 03/03/10 8 125% DUE 03/01/18 HCA HLDGS INC	20,000 000 20,000 000 21,000 000 20,000 000 18,000 000 20,000 000 20,000.000 18,000 000 20,000 000 20,000 000 20,000 000 18,000 000 20,000 000 26,000 000	21,600 00 21,800 00 21,367 50 21,196 00 18,292 50 21,800 00 21,250 00 19,440 00 21,240 00 22,375 00 21,390 00 18,090 00 22,800 00 28,795 00	21,550 00 21,750 00 21,682 50 21,225 00 18,225 00 21,800 00 21,075 00 19,530 00 21,400 00 22,600 00 21,000 00 18,270 00 22,700 00 28,600 00

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 12/21/06 7 625% DUE 01/15/17 NATIONAL MONEY MART CO CO GTD SR NT CALL 12/15/13 @105 19 CANADA	21,000 000	22,050 00	22,312 50
DT 06/15/10 10 375% DUE 12/15/16 NII CAP CORP	16,000 000	17,888 00	17,720 00
CO GTD NT CALL 4/1/16 @103 81 DTD 03/29/11 7 625% DUE 04/01/21 NRG ENERGY INC	26,000 000	18,382 00	17,940.00
CO GTD SR NT C5/15/16 @103 94 DTD 11/15/11 7.875% DUE 05/15/21 OFFSHORE GROUP INVT LTD SR SECD	20,000 000	21,950 00	22,100 00
1ST LIEN NT CAYMAN ISLANDS DT 02/01/11 11 500% DUE 08/01/15 PAETEC HLDG CORP	20,000 000	22,088 00	22,000 00
GTD SR SECD NT C6/30/13 @104 44 DTD 06/29/09 8 875% DUE 06/30/17 PARKER DRILLING CO	17,000 000	18,360 00	18,317 50
CO GTD SR NT C4/01/14 @104 56 DTD 10/01/10 9 125% DUE 04/01/18 PENN NATL GAMING INC	18,000 000	19,485 00	19,170 00
SR SUB NT CALL 8/15/14 @104 38 DTD 02/15/10 8 750% DUE 08/15/19 PIMCO EMERGING MKT CURRENCY FUND	20,000 000	22,424 80	22,825 00
INSTL	132,964 863	1,359,000 00	1,398,790 36
PLAINS EXPL & PRODTN CO CO GTD SR NT CALL 5/1/16 @103 31 DTD 03/29/11 6 625% DUE 05/01/21	26,000 000	26,520 00	26,650 00
ROCKWOOD SPECIALTIES GROUP INC SR UNSECD SUB NT CALL 10/15/15 DTD 09/25/12 4 625% DUE 10/15/20	14,000.000	14,472 22	14,315 00
ROYAL CARIBBEAN CRUISES LTD UNSECD SR NT LIBERIA DTD 11/07/12 5.250% DUE 11/15/22	21,000 000	21,393.75	21,997 50
RSC EQUIP RENT INC / RSC HLDGS III LLC CO GTD SR NT CALL 2/1/16 DTD 01/19/11 8 250% DUE 02/01/21	20,000 000	22,096 00	22,400 00
RYLAND GROUP INC SR UNSECD NT DTD 09/21/12 5 375% DUE 10/01/22	22,000 000	22,531.08	22,385 00
SALLY HLDGS LLC / SALLY CAP INC CO GTD SR NT CALL 6/1/17 @102 88 DTD 05/18/12 5 750% DUE 06/01/22	14,000 000	15,120 00	15,155 00
SLM CORP			

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Asset Type	Units	Fed Tax Cost	Market Value
MTN			
DTD 06/18/08 8 450% DUE 06/15/18 TOYS R US PPTY CO I LLC CO GTD SR NT C7/15/13 @105 38	18,000.000	21,436 74	20,925.00
DT 01/15/10 10 750% DUE 07/15/17 WINDSTREAM CORP SR NT CALL 3/15/12 @103 5	16,000.000	17,440.00	17,440 00
DTD 02/27/07 7 000% DUE 03/15/19	28,000.000	28,728.00	28,490 00
Total GLOBAL HIGH YIELD TAXABLE		2,490,353 39	2,527,091 92
FIXED INCOME OTHER			
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH GERMANY	590 000	20,255 62	25,545 23
Total FIXED INCOME OTHER		20,255 62	25,545 23
Total FIXED INCOME		15,707,456 21	16,743,805 36
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS (TE) LLC	6,741 573	6,130,000 00	6,178,786 49
Total HEDGE FUND FUND OF FUNDS		6,130,000 00	6,178,786 49
Total HEDGE FUNDS		6,130,000 00	6,178,786 49
PRIVATE EQUITY			
PRIVATE EQUITY OTHER			
EXCELSIOR PRIVATE MARKETS FUND II (TE) LCC POTENTIAL VALUATION AS OF 01/31/13	794,000 000	847,774 00	794,000 00
Total PRIVATE EQUITY OTHER		847,774 00	794,000 00
Total PRIVATE EQUITY		847,774 00	794,000 00
REAL ESTATE			
PUBLIC REITS			

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Asset Type	Units	Fed Tax Cost	Market Value
AMERICAN CAMPUS CMNTYS INC REIT	226.000	9,415 56	9,898 80
AMERICAN CAP MTG INVT CORP COM REIT	301 000	7,424.87	7,687.54
ANNALY CAP MGMT INC REIT	1,691 000	27,439.42	24,891 52
CAPSTEAD MTG CORP REITS NO PAR	402 000	5,741 55	4,880 28
DUPONT FABROS TECHNOLOGY INC REITS	676 000	16,864 09	15,608.84
EXTRA SPACE STORAGE INC REITS	287 000	7,712.74	10,088 05
KIMCO REALTY CORP COM	2,400 000	47,727 36	46,224 00
LASALLE HOTEL PPTYS COM SH BEN INT	835 000	21,073.53	20,131 85
PS BUSINESS PKS INC CALIF COM	103 000	6,710 18	6,642 47
RYMAN HOSPITALITY PPTYS INC REITS	272 000	10,888 03	9,035 84
SENIOR HSG PPTYS TR SH BEN INT	572 000	12,516 16	12,784 20
SIMON PPTY GROUP INC NEW COM	750 000	39,384 52	114,097 50
TWO HBRS INVT CORP REITS	1,132 000	11,560 51	12,814 24
Total PUBLIC REITS		224,458 52	294,785 13
Total REAL ESTATE		224,458 52	294,785 13
TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN STRATEGY FUND	194,941 407	1,464,425 70	1,348,994 54
POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	4,394 000	124,798 83	123,471 40
TOTAL ASSETS		51,285,778 36	56,840,011 66
NET TOTAL		51,285,778 36	56,840,011 66

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Part IX-A:

1. The Diversity Working Group ("DWG")/The Chicago High School for the Arts: Beginning in 2004, the Co-trustees periodically convened a group of representatives from Chicago's foundation community, educational institutions, and performing arts organizations offering outreach to the area's underserved communities; the long range purpose of the DWG was to develop mechanisms to promote greater diversity at Chicago's performing arts organizations; in 2006 the DWG evolved into a larger project to create Chicago's first public high school for the arts, now known as The Chicago High School for the Arts ("ChiArts"), which is an Illinois not for profit corporation; in 2007 the Chicago Public School Board awarded a contract to ChiArts to operate a public high school for the arts, and in 2008 ChiArts received a determination from the Internal Revenue service that it is a public charity exempt from federal income tax. ChiArts has now admitted its first four classes, totaling approximately 600 students in the aggregate. These students come from every Ward in the city and reflect the racial and ethnic diversity of Chicago. The individual Co-trustee has committed time, energy, and talent to the project from its initiation to the present day, currently serving as a member of the corporation's Board of Directors and various board committees, including development and board affairs. Not only has the individual Co-trustee played a key role in raising seed money for the project's initial operations but has also assisted in strategic fundraising for ChiArts, including developing a plan to raise over \$17 million to help cover the cost of the arts-based portion of the curriculum for the school's first five classes, and in addressing a variety of legal and board development issues.
2. Women's Initiative. Under the leadership of the corporate Co-trustee, the Trust began planning in 2011 an Initiative to focus its grant making, and possibly that of other foundations, on impoverished and marginalized women, especially those who are homeless. Included in those plans is convening at the corporate Co-trustee's offices a group of representatives and leaders from Chicago's nonprofit community who work with women in this area. Informal conversations ensued through some of the groups represented. The Co-trustees reported back to the group a summary of the group's convening.
3. Science Education. The Trust has provided over its lifetime many grants to further science education. In 2006 it began conversations with Window to the World Communication, Inc. (WTTW) about how to educate the public, especially children, about science in general and science specifically occurring within the Chicago community. The conversations culminated in a grant in

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Part IX-A, cont.

2010 to provide funding for an inaugural monthly segment on WTTW's news program, *Chicago Tonight*, called *Scientific Chicago*. A portion of the grant funds an evaluation on whether the program is, in fact, increasing scientific knowledge and education within the Chicago community. The Co-trustees met with WTTW and the outside evaluator to learn how the segments are received by focus groups. The evaluation indicates people are fearful of science, but when shown in an accessible manner, are able to gain knowledge.

Under the column marked "Expenses" insert: Included in trustee compensation under Part VIII(1)(c) above.

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