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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation	A Employer identification number
ELIZABETH MORSE GENIUS FOUNDATION	13-6115217
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 40	B Telephone number: 407-644-0555
City or town, state, and ZIP code: WINTER PARK, FL 32790	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 125,737,407.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45.	45.		STATEMENT 1
	4 Dividends and interest from securities	1,972,859.	1,972,859.		STATEMENT 2
	5a Gross rents	2,516,593.	2,516,593.		STATEMENT 3
	b Net rental income or (loss) 1,328,906.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	2,391,143.			
	b Gross sales price for all assets on line 6a 35,775,885.				
	7 Capital gain net income (from Part IV, line 2)		2,391,143.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	639,468.	122,168.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	7,520,108.	7,002,808.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	227,029.	56,757.		172,681.
	14 Other employee salaries and wages	578,085.	166,849.		415,175.
	15 Pension plans, employee benefits	231,010.	75,014.		155,996.
	16a Legal fees STMT 6	95,293.	46,776.		52,267.
	b Accounting fees STMT 7	36,456.	0.		36,456.
	c Other professional fees STMT 8	428,696.	426,379.		2,318.
	17 Interest				
	18 Taxes STMT 9	322,143.	254,027.		17,622.
	19 Depreciation and depletion	473,800.	381,665.		
	20 Occupancy				
	21 Travel, conferences, and meetings	3,235.	809.		2,426.
	22 Printing and publications				
	23 Other expenses STMT 10	850,273.	545,173.		294,998.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,246,020.	1,953,449.		1,149,939.
	25 Contributions, gifts, grants paid	4,843,695.			4,856,195.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,089,715.	1,953,449.		6,006,134.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-569,607.			
	b **Net investment income** (if negative, enter -0-)		5,049,359.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

E2-668
RECEIVED
MAY 22 2013
OGDEN, UT
IRS-OSC

SCANNED MAY 23 2013

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2012)

614

10290425 756359 622875 2012.03030 ELIZABETH MORSE GENIUS FOUN 622875_1 19

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	21,263.	2,389,712.	2,389,712.
	2	Savings and temporary cash investments	20,043.	20,074.	20,074.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 11	3,932,940.	4,045,240.	4,045,240.
	b	Investments - corporate stock STMT 12	21,787,504.	7,974,574.	7,974,574.
	c	Investments - corporate bonds STMT 13	3,513,472.	3,375,074.	3,375,074.
	11	Investments - land, buildings, and equipment basis ▶ 22,154,790.			
		Less accumulated depreciation ▶ 3,095,183.	19,273,443.	19,059,607.	30,101,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 14	45,950,511.	61,641,022.	61,641,022.
	14	Land, buildings, and equipment basis ▶ 16,741,540.			
		Less accumulated depreciation ▶ 892,455.	15,757,540.	15,849,085.	15,849,086.
	15	Other assets (describe ▶ STATEMENT 15)	416,863.	341,625.	341,625.
	16	**Total assets** (to be completed by all filers)	110,673,579.	114,696,013.	125,737,407.
Liabilities	17	Accounts payable and accrued expenses	132,462.	131,483.	
	18	Grants payable	512,500.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 16)	55,483.	60,990.	
	23	**Total liabilities** (add lines 17 through 22)	700,445.	192,473.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	95,838,338.	100,368,744.	
	25	Temporarily restricted			
	26	Permanently restricted	14,134,796.	14,134,796.	
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	109,973,134.	114,503,540.	
	31	**Total liabilities and net assets/fund balances**	110,673,579.	114,696,013.	

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	109,973,134.
2	Enter amount from Part I, line 27a	2	-569,607.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	5,100,013.
4	Add lines 1, 2, and 3	4	114,503,540.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	114,503,540.

Form **990-PF** (2012)

223511
12-05-12

10290425 756359 622875 2012.03030 ELIZABETH MORSE GENIUS FOUN 622875_1

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	SALE OF MARKETABLE SECURITIES		VARIOUS	VARIOUS
b	WELLINGTON CTF SMALL CAP 2000	P	VARIOUS	VARIOUS
c	WELLINGTON CTF COMMODITIES	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	30,672,992.		29,363,253.	1,309,739.
b				703,787.
c				103,056.
d	274,561.			274,561.
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,309,739.
b				703,787.
c				103,056.
d				274,561.
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 2,391,143.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	6,247,333.	112,489,332.	.055537
2010	5,433,918.	110,034,222.	.049384
2009	5,741,579.	107,387,031.	.053466
2008	6,660,417.	126,072,665.	.052830
2007	7,083,066.	142,619,226.	.049664

2	Total of line 1, column (d)	2	.260881
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	.052176
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	108,345,506.
5	Multiply line 4 by line 3	5	5,653,035.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	50,494.
7	Add lines 5 and 6	7	5,703,529.
8	Enter qualifying distributions from Part XII, line 4	8	6,199,687.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1			
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	50,494.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	50,494.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	50,494.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 100,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	100,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	49,506.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 49,506.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2012)

223531
12-05-12

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ WWW.GENIUSFOUNDATION.ORG

14 The books are in care of ▶ RICHARD M. STRAUSS Telephone no ▶ 407-644-0555

Located at ▶ 400 N. NEW YORK AVENUE, STE. 200, WINTER PARK, FL ZIP+4 ▶ 32789-3159

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

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Line	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?	[X] Yes	[ ] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes	[X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[X] Yes	[ ] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] Yes	[ ] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	[ ] Yes	[X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	[ ] Yes	[X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?			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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	[ ] Yes	[X] No			
	If "Yes," list the years ▶ ______, ______, ______, ______					
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A			2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes	[X] No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

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? SEE STATEMENT 18 ☒ 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** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		227,029.	39,685.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN M. STAVROS P.O. BOX 40, WINTER PARK, FL 32790	CONTROLLER 40.00	95,374.	14,732.	0.
ROBERT T. JONES P.O. BOX 40, WINTER PARK, FL 32790	BLDG MANAGER 40.00	82,286.	19,658.	0.
COLLEEN D. O'BRIEN P.O. BOX 40, WINTER PARK, FL 32790	ACCOUNTANT 40.00	81,088.	13,554.	0.
BONNIE C. HUBBARD P.O. BOX 40, WINTER PARK, FL 32790	GRANTS MANAGER 40.00	68,477.	12,775.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
IMAGE CONSTRUCTION 10102 SOUTHWOOD CT, NEW PORT RICHEY, FL 34654	CONTRACTOR	132,335.
DSM CAPITAL PARTNERS LLC 320 MAIN STREET, MOUNT KISCO, NY 10549	INVESTMENT MANAGER	95,093.
MERCER INVESTMENT CONSULTING 601 MERRITT 7, NORWALK, CT 06856	CONSULTANTS	87,606.
WINDERWEEDLE, HAINES, WARD, & WOODMAN PA 329 PARK AVE NORTH, WINTER PARK, FL 32789	LEGAL	87,102.
WELLINGTON TC 280 CONGRESS STREET, BOSTON, MA 02110	INVESTMENT MANAGER	84,232.
Total number of others receiving over $50,000 for professional services ▶		4

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 ROLLINS COLLEGE ENVIRONMENTAL STUDIES: USE OF LAND AND BUILDINGS TO PRESERVE UNDEVELOPED LAND FOR LOCAL WILDLIFE AND PLANTS.	102,218.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	79,384,939.
b	Average of monthly cash balances		1b	534,883.
c	Fair market value of all other assets		1c	30,075,616.
d	Total (add lines 1a, b, and c)		1d	109,995,438.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	109,995,438.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,649,932.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	108,345,506.
6	**Minimum investment return.** Enter 5% of line 5		6	5,417,275.

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	5,417,275.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 50,494.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	50,494.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,366,781.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,366,781.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,366,781.

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	6,006,134.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	193,553.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,199,687.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	50,494.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,149,193.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,366,781.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,962,492.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 6,199,687.				
a Applied to 2011, but not more than line 2a			3,962,492.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,237,195.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,129,586.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES		4,856,195.
Total			▶ 3a	4,856,195.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	45.	
4 Dividends and interest from securities			14	1,972,859.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,328,906.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,391,143.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 19				639,468.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		6,332,421.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 6,332,421.

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

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

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

223621 12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/8/13 Title: VP + TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY	[signature]	5/1/13		P00234022

Firm's name ▶ O'CONNOR DAVIES, LLP — Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022 — Phone no (212) 286-2600

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

SOURCE	AMOUNT
INTEREST	45.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	45.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,958,798.	274,561.	1,684,237.
INTEREST INCOME	288,622.	0.	288,622.
TOTAL TO FM 990-PF, PART I, LN 4	2,247,420.	274,561.	1,972,859.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
REAL ESTATE RENT	1	2,516,593.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,516,593.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSES		1,187,687.	
- SUBTOTAL -	1		1,187,687.
TOTAL RENTAL EXPENSES			1,187,687.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			1,328,906.

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	6,557.	6,557.	
REIMBURSED COSTS: 329 GARAGE	43,175.	43,175.	
ACCOUNTING INCOME	78,000.	78,000.	
GRANTS RESCINDED	500,000.	0.	
GAIN ON DISPOSAL OF FIXED ASSETS	500.	0.	
REIMBURSED SALARY	16,800.	0.	
OTHER LIMITED PARTNERSHIP LOSS	-5,564.	-5,564.	
TOTAL TO FORM 990-PF, PART I, LINE 11	639,468.	122,168.	

FORM 990-PF — LEGAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.	92,103.	45,978.		49,875.
CT CORPORATION SYSTEM	284.	71.		213.
WILLIAM PARKER	2,906.	727.		2,179.
TO FM 990-PF, PG 1, LN 16A	95,293.	46,776.		52,267.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	36,456.	0.		36,456.
TO FORM 990-PF, PG 1, LN 16B	36,456.	0.		36,456.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	3,090.	773.		2,318.
U.S. TRUST	53,812.	53,812.		0.
SANFORD BERNSTEIN & CO, LLC	81,489.	81,489.		0.
DSM CAPITAL PARTNERS LLC	95,093.	95,093.		0.
WELLINGTON TRUST	84,232.	84,232.		0.
MERCER INVESTMENT CONSULTING	87,606.	87,606.		0.
OTHER LIMITED PARTNERSHIP EXPENSE	23,374.	23,374.		0.
TO FORM 990-PF, PG 1, LN 16C	428,696.	426,379.		2,318.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	50,494.	0.		0.
REAL ESTATE TAXES	271,012.	253,390.		17,622.
FOREIGN TAX	637.	637.		0.
TO FORM 990-PF, PG 1, LN 18	322,143.	254,027.		17,622.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	130,485.	73,828.		48,473.
REPAIRS AND MAINTENANCE	353,260.	194,581.		157,248.
OFFICE EXPENSES	49,827.	13,446.		35,894.
GOVERNANCE	4,719.	0.		4,719.
MISCELLANEOUS	13,975.	8,699.		5,276.
SECURITY EXPENSES	13,007.	9,309.		3,698.
TELEPHONE EXPENSES	17,857.	5,522.		12,335.
DUES & SUBSCRIPTIONS	2,300.	575.		1,725.
UTILITIES	214,787.	189,157.		25,630.

ADVERTISING	46.	46.		0.
LEASE AMORTIZATION	50,010.	50,010.		0.
TO FORM 990-PF, PG 1, LN 23	850,273.	545,173.		294,998.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS - SEE ATTACHMENT A	X		4,045,240.	4,045,240.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,045,240.	4,045,240.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,045,240.	4,045,240.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A	7,974,574.	7,974,574.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,974,574.	7,974,574.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	3,375,074.	3,375,074.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,375,074.	3,375,074.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH HELD FOR INVESTMENT	FMV	408,036.	408,036.
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	47,148,099.	47,148,099.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	14,084,887.	14,084,887.
TOTAL TO FORM 990-PF, PART II, LINE 13		61,641,022.	61,641,022.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RENT & MAINTENANCE COSTS RECEIVABLE	62,923.	58,580.	58,580.
ACCRUED INTEREST & DIVIDENDS	130,550.	106,119.	106,119.
DEFERRED LEASE COSTS, NET	154,672.	123,004.	123,004.
DEPOSITS AND OTHER ASSETS	4,416.	4,416.	4,416.
PREPAID FEDERAL EXCISE TAX	64,302.	49,506.	49,506.
TO FORM 990-PF, PART II, LINE 15	416,863.	341,625.	341,625.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RENTAL SECURITY DEPOSITS	55,483.	60,990.
TOTAL TO FORM 990-PF, PART II, LINE 22	55,483.	60,990.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD L. BAKER PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
MARY W. CHRISTIAN PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
HERBERT W. HOLM PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
RICHARD M. STRAUSS PO BOX 40 WINTER PARK, FL 32790	EXECUTIVE VICE PRESIDENT & TREASURER 35.00	227,029.	39,685.	0.
R. MICHAEL STRICKLAND PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
HAROLD A. WARD, III PO BOX 40 WINTER PARK, FL 32790	PRESIDENT & CHAIRMAN 0.50	0.	0.	0.
DOUGLAS A. WOODMAN PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
VICTOR E. WOODMAN PO BOX 40 WINTER PARK, FL 32790	VP & SECRETARY 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		227,029.	39,685.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 18
PART VII-B, LINE 5C

GRANTEE'S NAME

SEE STATEMENT # 20

GRANTEE'S ADDRESS

GRANT AMOUNT DATE OF GRANT AMOUNT EXPENDED

PURPOSE OF GRANT

FORM 990-PF OTHER REVENUE STATEMENT 19

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME			01	6,557.	
REIMBURSED COSTS: 329 GARAGE			03	43,175.	
ACCOUNTING INCOME			02	78,000.	
GRANTS RESCINDED			01	500,000.	
GAIN ON DISPOSAL OF FIXED ASSETS			18	500.	
REIMBURSED SALARY			01	16,800.	
OTHER LIMITED PARTNERSHIP LOSS			01	-5,564.	
TOTAL TO FORM 990-PF, PG 12, LN 11				639,468.	

ELIZABETH MORSE GENIUS FOUNDATION
EIN#: 13-6115217

FORM 990-PF
DECEMBER 31, 2012 TAX YEAR

STATEMENT #20

PART VII-B - SUPPLEMENTARY INFORMATION
Line 5C – Grants & Contributions

1. Grantee's name & address:
   Charles Hosmer Morse Foundation, Inc.
   445 Park Avenue North
   Winter Park, FL 32789

2. Date and amount of the grant:
   Grants totaling $3,450,000 were paid to the Charles Hosmer Morse Foundation, Inc. during the current tax year for operations and capital expenditures.

3. Purpose of the grant:
   The purpose of the grant is to provide for the general support of the Charles Hosmer Morse Foundation, Inc to enable it to carry out its charitable purposes.

4. As of December 31, 2012, the entire grant had been expended by the Charles Hosmer Morse Foundation, Inc.

5. To the knowledge of the taxpayer, no portion of the funds contributed by Charles Hosmer Morse Foundation, Inc. has been diverted from the purposes of the grant.

6. Charles Hosmer Morse Foundation, Inc. provided the Elizabeth Morse Genius Foundation with an Annual Report in May 2012.

The purpose of this statement is to satisfy the report-making requirements of Section 4945(h)(3) of the Internal Revenue Code of 1986, as amended, regarding taxpayer expenditure responsibility.

Elizabeth Morse Genius Foundation
EIN #13-6115217
Schedule of Investments
December 31, 2012

Common Stocks		
DSM Capital Partners - Attachment A-1	$ 7,974,574	$ 7,974,574
U.S Government Bonds		
Bank of America - Attachment A-2	$ 4,045,240	
		$ 4,045,240
Corporate Bonds		
Bank of America - Attachment A-2	$ 3,375,074	
		$ 3,375,074
Mutual Funds		
AllianceBernstein International	$ 8,326,557	
Columbia International Value Fund Class Z Shares	8,566,490	
Dimensional Fund Advisors	3,291,514	
PIMCO Total Return Inst	8,153,506	
Artisan	7,657,317	
Vanguard - Inflation Protected Sec.	1,808,690	
Vanguard - Developed Markets Index	3,726,918	
Vanguard - Institutional Index	5,617,107	
		$ 47,148,099
Hedge Funds		
ABS Offshore SPC	$ 3,938,000	
Wellington Trust Company CTF Commodities	2,140,541	
Wellington Trust Company CTF Small Cap 2000	8,006,346	
		$ 14,084,887

ATTACHMENT A

ELIZABETH MORSE GENIUS
FOUNDATION

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) consolidated.

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				-$45,907.53		
PRIME MONEY MARKET FUND RBC RESERVE CLASS	TRMXX	248,117.650	$1.000	$248,117.65	$112,937.41	$14.55
TOTAL CASH AND MONEY MARKET				$202,210.12		$14.55

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALLERGAN INC	AGN	4,100.000	$91.730	$376,093.00	$319,240.21	$56,852.79	$820.00
APPLE INC	AAPL	1,335.000	$532.173	$710,450.82	$181,310.56	$529,140.26	$14,151.00
CELGENE CORP	CELG	6,025.000	$78.470	$472,781.75	$396,821.85	$75,959.90	
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	3,450.000	$73.882	$254,893.94	$229,082.55	$25,811.39	
DAVITA HEALTHCARE PARTNERS INC	DVA	425.000	$110.530	$46,975.25	$47,673.23	-$697.98	
DISCOVERY COMMUNICATIONS INC COM SER A	DISCA	4,025.000	$63.480	$255,507.00	$177,573.34	$77,933.66	
DOLLAR GENERAL CORPORATION NEW	DG	7,875.000	$44.090	$347,208.75	$286,658.52	$60,550.23	
EBAY INC	EBAY	7,625.000	$50.998	$388,857.46	$342,660.92	$46,196.54	
ECOLAB INC	ECL	4,500.000	$71.900	$323,550.00	$288,018.65	$35,531.35	$4,140.00
ESTEE LAUDER COMPANIES INC CL A	EL	3,400.000	$59.860	$203,524.00	$201,859.30	$1,664.70	$2,448.00
FACEBOOK INC CL A	FB	5,850.000	$26.620	$155,725.25	$122,299.50	$33,425.75	
FAMILY DOLLAR STORES INC	FDO	2,350.000	$63.410	$149,013.50	$135,469.64	$13,543.86	$1,974.00
GENERAL ELECTRIC CO	GE	17,500.000	$20.990	$367,325.00	$352,816.41	$14,508.59	$13,300.00

ATTACHMENT A-1

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GOOGLE INC CL A	GOOG	350.000	$707.380	$247,583.00	$168,173.83	$79,409.17	
INTUITIVE SURGICAL INC NEW	ISRG	556.000	$490.370	$272,645.72	$190,565.76	$82,079.96	
LAS VEGAS SANDS CORP	LVS	6,500.000	$46.160	$300,040.00	$287,203.11	$12,836.89	$6,500.00
MONSANTO CO NEW	MON	4,375.000	$94.650	$414,093.75	$319,292.99	$94,800.76	$6,562.50
PRECISION CASTPARTS CORP	PCP	1,900.000	$189.420	$359,898.00	$317,006.46	$42,891.54	$228.00
STARBUCKS CORP	SBUX	4,950.000	$53.630	$265,468.50	$224,795.48	$40,673.02	$4,158.00
TJX COMPANIES INC NEW	TJX	6,250.000	$42.450	$265,312.50	$268,106.67	-$2,794.17	$2,875.00
UNION PACIFIC CORP	UNP	2,150.000	$125.720	$270,298.00	$264,098.67	$6,199.33	$5,934.00
VISA INC CL A COMMON STOCK	V	1,975.000	$151.580	$299,370.50	$154,740.10	$144,630.40	$2,607.00
W W GRAINGER INC	GWW	975.000	$202.370	$197,310.75	$186,431.62	$10,879.13	$3,120.00
YUM BRANDS INC	YUM	2,350.000	$66.400	$156,040.00	$155,981.69	$58.31	$3,149.00
TOTAL US EQUITIES				$7,099,966.44	$5,617,881.06	$1,482,085.38	$71,966.50

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SABMILLER PLC SPONSORED ADR	SBMRY	5,600.000	$45.920	$257,152.00	$185,852.62	$71,299.38	$5,079.20
SCHLUMBERGER LTD	SLB	2,800.000	$69.299	$194,036.08	$186,295.10	$7,740.98	$3,080.00
SHIRE PLC AMERICAN DEPOSITARY SHARES	SHPG	1,875.000	$92.180	$172,837.50	$164,730.96	$8,106.54	$862.50
TENCENT HOLDINGS LIMITED UNSPONSORED ADR REPRESENTING B SHARES	TCEHY	7,800.000	$32.126	$250,582.80	$191,995.21	$58,587.59	$678.60
TOTAL INTERNATIONAL EQUITIES				$874,608.38	$728,873.89	$145,734.49	$9,700.30

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency									
Cash Equivalents									
18,450.860	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$18,450.86	0.2%	$18,450.86 1.000	$0.00	$1.02	$16.42	0.08%
94,561.810	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	94,561.81	1.3	94,561.81 1.000	0.00	6.49	84.16	0.08
	Total Cash Equivalents		**$113,012.67**	**1.5%**	**$113,012.67**	**$0.00**	**$7.51**	**$100.58**	**0.08%**
Total Cash/Currency			**$113,012.67**	**1.5%**	**$113,012.67**	**$0.00**	**$7.51**	**$100.58**	**0.08%**
Fixed Income									
Investment Grade Taxable									
	2013								
80,000.000	BANK NEW YORK INC UNSECD MEDIUM TERM SR NT SER G DTD 03/27/08 4.500% DUE 04/01/13 Moody's: AA3 S&P: A+	06406HBJ7	$80,814.40 101.018	1.1%	$79,856.00 99.820	$958.40	$900.00	$3,600.00	4.45% 0.55
50,000.000	ERP OPER LTD PARTNERSHIP NT DTD 03/19/03 5.200% DUE 04/01/13 Moody's: BAA1 S&P: BBB+	26884AAQ6	50,523.00 101.046	0.7	51,510.50 103.021	-987.50	650.00	2,600.00	5.14 0.65
60,000.000	CAROLINA PWR & LT DTD 9/11/2003 5.125% DUE 9/15/2013 Moody's: A1 S&P: A	144141CT3	61,993.20 103.322	0.8	59,736.00 99.560	2,257.20	905.42	3,075.00	4.96 0.45
250,000.000	FEDERAL NATL MTG ASSN NT CALL 3/17/11 @100 DTD 09/17/10 1.125% DUE 09/17/13 Moody's: AAA S&P: AA+	31398A3L4	251,672.50 100.669	3.3	250,000.00 100.000	1,672.50	812.50	2,812.50	1.11 0.19
150,000.000	FEDERAL HOME LN BKS CONS BD DTD 10/14/11 0.375% DUE 11/27/13 Moody's: AAA S&P: AA+	3133762C8	150,264.00 100.176	2.0	150,228.60 100.152	35.40	53.12	562.50	0.37 0.18

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
	2014								
65,000.000	HEWLETT PACKARD CO NT DTD 12/05/08 6.125% DUE 03/01/14 Moody's: BAA1 S&P: BBB+	428236AT0	68,329.30 105.122	0.9	66,177.15 101.811	2,152.15	1,327.08	3,981.25	5.82 1.82
60,000.000	PACIFIC GAS & ELEC CO 1ST MTG BD DTD 03/23/04 4.800% DUE 03/01/14 Moody's: A3 S&P: BBB	694308GD3	62,867.40 104.779	0.8	58,319.40 97.199	4,548.00	959.99	2,880.00	4.58 0.72
60,000.000	BOTTLING GROUP LLC SR NT DTD 10/24/08 6.950% DUE 03/15/14 Moody's: AA3 S&P: A	10138MAH8	64,516.80 107.528	0.9	63,597.60 105.996	919.20	1,227.83	4,170.00	6.46 0.73
285,000.000	FEDERAL HOME LN BK GLOBAL BD DTD 05/27/04 5.250% DUE 06/18/14 Moody's: AAA S&P: AA+	3133X7FK5	305,967.45 107.357	4.1	287,891.90 101.015	18,075.55	540.31	14,962.50	4.89 0.24
125,000.000	CITIGROUP INC SR UNSECD NT DTD 09/24/09 5.500% DUE 10/15/14 Moody's: BAA2 S&P: A-	172967EZ0	134,105.00 107.284	1.8	125,440.00 100.352	8,665.00	1,451.39	6,875.00	5.12 1.29
	2015								
180,000.000	FEDERAL HOME LN MTG CORP MTN DTD 01/21/05 4.500% DUE 01/15/15 Moody's: AAA S&P: AA+	3134A4UX0	195,312.60 108.507	2.6	176,304.37 97.947	19,008.23	3,735.00	8,100.00	4.14 0.34
250,000.000	FEDERAL HOME LN MTG CORP NT DTD 07/14/05 4.375% DUE 07/17/15 Moody's: AAA S&P: AA+	3134A4VC5	275,345.00 110.138	3.7	239,943.25 95.977	35,401.75	4,982.64	10,937.50	3.97 0.39
40,000.000	PRUDENTIAL FINL INC MTN SR NT DTD 09/15/09 4.750% DUE 09/17/15 Moody's: BAA2 S&P: A	74432QBJ3	43,846.00 109.615	0.6	40,010.00 100.025	3,836.00	548.89	1,900.00	4.33 1.08

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
240,000.000	FEDERAL NATL MTG ASSN BENCHMARK NT DTD 09/12/05 4.375% DUE 10/15/15 Moody's: AAA S&P: AA+	31359MZC0	266,484.00 111.035	3.5	229,278.50 95.533	37,205.50	2,216.66	10,500.00	3.94 0.42
165,000.000	FEDERAL HOME LN MTG CORP NT DTD 10/21/05 4.750% DUE 11/17/15 Moody's: AAA S&P: AA+	3134A4VG6	185,507.85 112.429	2.5	157,702.22 95.577	27,805.63	957.92	7,837.50	4.22 0.44
2016									
40,000.000	DOW CHEM CO SR UNSECD NT DTD 11/09/10 2.500% DUE 02/15/16 Moody's: BAA2 S&P: BBB	260543CD3	41,553.20 103.883	0.6	40,083.20 100.208	1,470.00	377.78	1,000.00	2.40 1.22
80,000.000	VERIZON COMMUNICATIONS INC NT DTD 02/15/06 5.550% DUE 02/15/16 Moody's: A3 S&P: A-	92343VAC8	91,099.20 113.874	1.2	88,442.40 110.553	2,656.80	1,677.33	4,440.00	4.87 1.01
75,000.000	CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 Moody's: A1 S&P: A+	17275RAC6	85,728.75 114.305	1.1	74,706.00 99.608	11,022.75	1,478.12	4,125.00	4.81 0.91
35,000.000	DIRECTV HLDGS LLC / DIRECTV FING INC CO GTD NT DTD 03/10/11 3.500% DUE 03/01/16 Moody's: BAA2 S&P: BBB	25459HAY1	37,079.35 105.941	0.5	36,982.40 105.664	96.95	408.33	1,225.00	3.30 1.52
200,000.000	UNITED STATES TREAS NT DTD 05/15/06 5.125% DUE 05/15/16 Moody's: AAA S&P: AA+	912828FF2	231,250.00 115.625	3.1	204,343.75 102.172	26,906.25	1,330.80	10,250.00	4.43 0.49
70,000.000	METLIFE INC SR UNSECD NT DTD 05/29/09 6.750% DUE 06/01/16 Moody's: A3 S&P: A-	59156RAU2	82,904.50 118.435	1.1	79,648.10 113.783	3,256.40	393.75	4,725.00	5.69 1.27

ATTACHMENT A-2

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP / Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
50,000.000	SEMPRA ENERGY SR UNSECD NT DTD 05/15/09 6.500% DUE 06/01/16 Moody's: BAA1 S&P: BBB+	816851AN9	58,617.50 117.235	0.8	50,555.00 101.110	8,062.50	270.83	3,250.00	5.54 1.38
90,000 000	WELLS FARGO & CO NEW SR UNSECD NT STEP UP 2/11 DTD 09/15/10 3.676% DUE 06/15/16 Moody's: A2 S&P: A+	949746QU8	97,299.00 108.110	1.3	97,957.80 108.842	-658.80	974.14	3,308.40	3.40
95,000.000	PROCTER & GAMBLE CO SR UNSECD NT DTD 08/15/11 1.450% DUE 08/15/16 Moody's: AA3 S&P: AA-	742718DV8	96,800.25 101.895	1.3	95,054.15 100.057	1,746.10	520.39	1,377.50	1.42 0.96
	2017								
150,000.000	MORGAN STANLEY NT DTD 01/09/07 5.450% DUE 01/09/17 Moody's: BAA1 S&P: A-	617446C23	165,987.00 110.658	2.2	148,497.00 98.998	17,490.00	3,905.83	8,175.00	4.92 2.57
75,000.000	WYETH NT DTD 03/27/07 5.450% DUE 04/01/17 Moody's: A1 S&P: AA	983024AM2	88,608.00 118.144	1.2	76,181.25 101.575	12,426.75	1,021.87	4,087.50	4.61 1.18
30,000.000	CVS CAREMARK CORP SR UNSECD NT DTD 05/25/07 5.750% DUE 06/01/17 Moody's: BAA2 S&P: BBB+	126650BH2	35,867.10 119.557	0.5	29,317.80 97.726	6,549.30	143.74	1,725.00	4.80 1.33
200,000.000	UNITED STATES TREAS NT DTD 11/15/07 4.250% DUE 11/15/17 Moody's: AAA S&P: AA+	912828HH6	234,188.00 117.094	3.1	200,226.57 100.113	33,961.43	1,103.59	8,500.00	3.63 0.78
100,000.000	UNITED TECHNOLOGIES CORP NT DTD 12/07/07 5.375% DUE 12/15/17 Moody's: A2 S&P: A	913017BM0	118,861.00 118.861	1.6	102,816.00 102.816	16,045.00	238.89	5,375.00	4.52 1.52

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
	2018								
100,000.000	AT&T INC SR UNSECD BD DTD 05/13/08 5.600% DUE 05/15/18 Moody's: A2 S&P: A-	00206RAM4	120,628.00 120.628	1.6	113,825.00 113.825	6,803.00	715.55	5,600.00	4.64 1.61
100,000.000	BERKSHIRE HATHAWAY FIN CORP SR NT DTD 11/15/08 5.400% DUE 05/15/18 Moody's: AA2 S&P: AA+	084664BE0	120,288.00 120.288	1.6	111,380.00 111.380	8,908.00	690.00	5,400.00	4.48 1.52
100,000.000	DU PONT E I DE NEMOURS & CO SR NT DTD 07/28/08 6.000% DUE 07/15/18 Moody's: A2 S&P: A	263534BT5	123,413.00 123.413	1.6	101,391.00 101.391	22,022.00	2,766.67	6,000.00	4.86 1.64
250,000.000	UNITED STATES TREAS SEC STRIPPED GENERIC TINT PMT DTD 02/17/89 ZR CPN DUE 08/15/18 Moody's: AAA S&P: AA+	912833KS8	237,592.50 95.037	3.2	229,470.00 91.788	8,122.50	0.00	2,210.14	0.93 1.03
	2019								
105,000.000	CONOCOPHILLIPS GTD NT DTD 02/03/09 5.750% DUE 02/01/19 Moody's: A1 S&P: A	20825CAR5	129,141.60 122.992	1.7	104,602.05 99.621	24,539.55	2,515.62	6,037.50	4.67 1.81
70,000.000	UNITED STATES TREAS NT DTD 03/31/12 1.500% DUE 03/31/19 Moody's: AAA S&P: AA+	912828SN1	72,198.70 103.141	1 0	71,979.69 102.828	219.01	269.75	1,050.00	1.45 1.12
64,000.000	ABBOTT LABS SR UNSECD NT DTD 03/03/09 5.125% DUE 04/01/19 Moody's: A1 S&P: A+	002824AU4	76,321.92 119.253	1.0	73,968.64 115.576	2,353.28	819.99	3,280.00	4.29 1.91
95,000.000	DEERE JOHN CAP CORP UNSECD MTN DTD 04/17/12 2.250% DUE 04/17/19 Moody's: A2 S&P: A	24422ERR2	97,775.90 102.922	1.3	95,815.10 100.858	1,960.80	439.37	2,137.50	2.18 1.91

ATTACHMENT A-2

00634741300

Settlement Date

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
105,000.000	PNC FDG CORP CO GTD SR NT DTD 06/09/09 6.700% DUE 06/10/19 Moody's: A3 S&P: A-	693476BF9	133,962.15 127.583	1.8	104,734.70 99.747	29,227.45	410.37	7,035.00	5.25 2 27
40,000.000	LINCOLN NATL CORP IND UNSECD SR NT DTD 06/22/09 8.750% DUE 07/01/19 Moody's: BAA2 S&P: A-	534187AX7	53,492.00 133.730	0.7	46,578.80 116.447	6,913.20	1,749.99	3,500.00	6.54 2.97
	2020								
75,000.000	GENERAL ELEC CAP CORP UNSECD SR MTN DTD 01/08/10 5.500% DUE 01/08/20 Moody's: A1 S&P: AA+	36962G4J0	88,778.25 118.371	1.2	74,788.50 99.718	13,989.75	1,982.29	4,125.00	4.64 2.69
55,000.000	KRAFT FOODS INC SR UNSECD NT DTD 02/08/10 5.375% DUE 02/10/20 Moody's: BAA2 S&P: BBB-	50075NBA1	66,399.30 120.726	0.9	55,256.85 100.467	11,142.45	1,157.86	2,956.25	4.45 2.31
100,000.000	WAL-MART STORES INC SR UNSECD NT DTD 07/08/10 3.625% DUE 07/08/20 Moody's: AA2 S&P: AA	931142CU5	111,166.00 111.166	1.5	98,236.00 98.236	12,930.00	1,742.01	3,625.00	3.26 2.13
35,000.000	COMMONWEALTH EDISON CO 1ST MTG BD SER 99 DTD 08/02/10 4.000% DUE 08/01/20 Moody's: A3 S&P: A-	202795HV5	39,125.80 111.788	0.5	37,172.45 106.207	1,953.35	583.33	1,400.00	3.57 2.46
115,000.000	UNITED STATES TREAS NT DTD 08/16/10 2.625% DUE 08/15/20 Moody's: AAA S&P: AA+	912828NT3	126,284.95 109.813	1.7	114,506.32 99.571	11,778.63	1,140.23	3,018.75	2.39 1.44
	2021								
85,000.000	MERCK & CO INC NEW SR UNSECD NT DTD 12/10/10 3.875% DUE 01/15/21 Moody's: A1 S&P: AA	58933YAA3	95,391.25 112.225	1.3	95,642.85 112.521	-251.60	1,518.78	3,293.75	3.45 2.34

82/84

ATTACHMENT A-2

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
125,000.000	UNITED STATES TREAS NT DTD 02/15/11 3.625% DUE 02/15/21 Moody's: AAA S&P: AA+	912828PX2	146,728.75 117.383	1.9	125,889.17 100.711	20,839.58	1,711.53	4,531.25	3 08 1.52
40,000.000	TIME WARNER INC CO GTD NT DTD 04/01/11 4.750% DUE 03/29/21 Moody's: BAA2 S&P: BBB	887317AK1	45,968.40 114.921	0.6	40,034.40 100.086	5,934.00	485.55	1,900.00	4.13 2.83
90,000.000	JPMORGAN CHASE & CO O NT DTD 05/10/11 4.625% DUE 05/10/21 Moody's: A2 S&P: A	46625HHZ6	102,615.30 114.017	1.4	90,699.30 100.777	11,916.00	589.68	4,162.50	4.05 2.81
205,000.000	UNITED STATES TREAS NT DTD 05/16/11 3.125% DUE 05/15/21 Moody's: AAA S&P: AA+	912828QN3	232,465.90 113.398	3.1	225,325.20 109.915	7,140.70	831.75	6,406.25	2.75 1.58
275,000.000	UNITED STATES TREAS NT DTD 08/15/11 2.125% DUE 08/15/21 Moody's: AAA S&P: AA+	912828RC6	289,093.75 105.125	3.8	277,609.38 100.949	11,484.37	2,207.29	5,843.75	2.02 1.65
35,000.000	OHIO PWR CO SR UNSECD NT SER M DTD 09/24/09 5.375% DUE 10/01/21 Moody's: BAA1 S&P: BBB	677415CP4	42,411.25 121.175	0.6	41,205.85 117.731	1,205.40	470.31	1,881.25	4.43 2.82
	2022								
41,728.094	FEDERAL NATL MTG ASSN POOL #256557 DTD 12/01/06 5.500% DUE 01/01/22 Moody's: AAA S&P: AAA	31371M5S2	45,207.38 108.338	0.6	41,636.80 99.781	3,570.58	191.25	2,295.05	5.07 1.91
75,000.000	UNITED STATES TREAS NTS DTD 02/15/12 2.000% DUE 02/15/22 Moody's: AAA S&P: AA+	912828SF8	77,560.50 103.414	1.0	77,003.91 102.672	556.59	566.57	1,500.00	1.93 1.76
40,000.000	KROGER CO SR NT CALL 1/15/22 @100 DTD 04/16/12 3.400% DUE 04/15/22 Moody's: BAA2 S&P: BBB	501044CQ2	41,366.80 103.417	0.5	40,070.40 100.176	1,296.40	287.11	1,360.00	3.28 3.11

ATTACHMENT A-2

00644742300

Settlement Date

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
68,479.107	FEDERAL HOME LN MTG CORP POOL #J05593 DTD 09/01/07 6.000% DUE 09/01/22 Moody's: AAA S&P: AAA	3128PHGA3	75,616.68 110.423	1.0	70,019.88 102.250	5,596.80	342.40	4,108.75	5.43 2.03
40,000.000	DOMINION RES INC VA NEW UNSECD SR NT SER B CALL 06/15/22 @100 DTD 09/13/12 2.750% DUE 09/15/22 Moody's: BAA2 S&P: A-	25746UBP3	40,352.80 100.882	0.5	39,754.00 99.385	598.80	330.00	1,100.00	2.72 2.76
	2023								
65,723.630	FEDERAL NATL MTG ASSN POOL #929812 DTD 08/01/08 5.000% DUE 08/01/23 Moody's: AAA S&P: AAA	31412NAM8	71,167.52 108.283	0.9	64,511.85 98.156	6,655.67	273.85	3,286.18	4.61 1.72
12,253.494	FEDERAL NATL MTG ASSN POOL #970632 DTD 10/01/08 5.000% DUE 10/01/23 Moody's: AAA S&P: AAA	31414MY59	13,268.45 108.283	0.2	12,469.86 101.766	798.59	51.06	612.67	4 61 1.72
	2025								
6,191.220	GOVERNMENT NATL MTG ASSN POOL #396504 DTD 02/01/95 9.000% DUE 02/15/25 Moody's: AAA S&P: AAA	36205PNV9	6,216.05 100.401	0.1	6,245.39 100.875	-29.34	46.43	557.21	8.96 2.14
	2026								
152,144.650	FEDERAL NATL MTG ASSN POOL #AL0867 DTD 09/01/11 3.500% DUE 09/01/26 Moody's: AAA S&P: AAA	3138EG6D1	161,490.90 106.143	2.1	157,614.75 103.595	3,876.15	443.76	5,325.06	3.29 1.23
	2027								
205,167.240	FEDERAL NATL MTG ASSN POOL #A05158 DTD 05/01/12 3.000% DUE 06/01/27 Moody's: AAA S&P: AA+	3138LVWU3	216,843.31 105.691	2.9	214,640.20 104.617	2,203.11	512.92	6,155.02	2.83 1.11

ATTACHMENT A-2

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
94,008.510	FEDERAL NATL MTG ASSN POOL #AP0457 DTD 07/01/12 3.000% DUE 07/01/27 Moody's: AAA S&P: AA+	3138M3QK3	99,358.53 105.691	1.3	99,428.70 105.766	-70.17	235.02	2,820.26	2.83 1.11
74,615.150	FEDERAL NATL MTG ASSN POOL #AB7143 DTD 11/01/12 2.500% DUE 12/01/27 Moody's: AAA S&P: AA+	31417D5D1	78,081.77 104.646	1.0	77,937.86 104.453	143.91	155.45	1,865.38	2.38 1.03
	Total Investment Grade Taxable		**$7,141,164.71**	**94.8%**	**$6,592,251.76**	**$548,912.95**	**$63,347.88**	**$262,736.62**	**3.67%**
International Developed Bonds									
60,000.000	*2013* TELEFONICA EMISIONES S A U SR NT SPAIN DTD 07/02/07 5.855% DUE 02/04/13 Moody's: BAA2 S&P: BBB	87938WAF0	$60,210.00 100.350	0.8%	$61,182.60 101.971	-$972.60	$1,434.47	$3,513.00	5.83% 1.61
45,000.000	*2014* AMERICA MOVIL S A DE C V GTD SR NT MEXICO DTD 09/01/04 5.500% DUE 03/01/14 Moody's: A2 S&P: A-	02364WAF2	47,438.55 105.419	0.6	47,277.40 105.061	161.15	825.00	2,475.00	5.21 0.77
60,000.000	*2017* CANADIAN NAT RES LTD NT CANADA DTD 03/19/07 5.700% DUE 05/15/17 Moody's: BAA1 S&P: BBB+	136385AK7	70,678.20 117.797	0.9	59,917.20 99.862	10,761.00	436.99	3,420.00	4.83 1.53
80,000.000	*2018* TRANSCANADA PIPELINES LTD SR NT CANADA DTD 08/11/08 6.500% DUE 08/15/18 Moody's: A3 S&P: A-	89352HAF6	100,749.60 125.937	1.3	80,296.00 100.370	20,453.60	1,964.44	5,200.00	5.16 1.75
	Total International Developed Bonds		* **$279,076.35**	**3.7%**	**$248,673.20**	**$30,403.15**	**$4,660.90**	**$14,608.00**	**5.23%**
Total Fixed Income			**$7,420,241.06**	**98.5%**	**$6,840,924.96**	**$579,316.10**	**$68,008.78**	**$277,344.62**	**3.73%**

ATTACHMENT A-2

Portfolio Detail

Account: 72-01-101-0001889 ELIZABETH MORSE GENIUS FDN

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
International Developed Bonds (cont)									
Total Portfolio			**$7,533,253.73**	**100.0%**	**$6,953,937.63**	**$579,316.10**	**$68,016.29**	**$277,445.20**	**3.68%**

Elizabeth Morse Genius Foundation - Grants Awarded in 2012

Grants Awarded in 2012

December 31, 2012

EIN # 13-6115217

Recipient Name	Street Address	City/State	Grant Amount	501(c)3	Purpose
Association of Small Foundations	1720 N Street, NY	Washington, DC	$ 695		Membership
Bach Festival Society	1000 Holt Ave, Box 2763	Winter Park FL	10,300	X	Awards and administration support
Camaraderie Foundation, Inc.	PO Box 547276	Orlando, FL	1,000	X	General Support
Canine Companions for Independence	8150 Clarcona Ocoee Rd	Orlando FL	1,000	X	General Support
Cashiers-Highlands Humane Society	PO Box 638	Cashiers NC	500	X	General Support
Central Florida Haven of Hope Ministries	1902 W Colonial Dr	Orlando FL	500	X	General Support
Central Florida Zoo & Botanical Gardens	Post Office Box 470309	Lake Monroe FL	1,000	X	General Support
Charles Hosmer Morse Foundation	445 Park Ave North	Winter Park FL	3,450,000	X	Operating Support
Christian Service Center of Central Florida Inc.	808 W Central Blvd	Orlando FL	15,000	X	General Support
Coalition for the Homeless of Central Florida	639 W Central Blvd	Orlando FL	31,000	X	General Support
Colorado Springs Down Syndrome Association	PO Box 2364	Colorado Springs CO	2,000	X	General Support
Dana Hall School	45 Dana Rd	Wellesley MA	10,000	X	Scholarship Fund
Elevate Orlando	PO Box 940633	Maitland FL	2,500	X	Towards purchase of van
Engenderhealth	440 Ninth Ave	New York NY	5,000	X	General Support
First Congregational Church of Winter Park	225 Interlachen Ave South	Winter Park FL	17,000	X	General Support
First Presbyterian Church of Orlando	106 E Church St	Orlando FL	2,000	X	General Support
First United Methodist Church of Winter Park	125 N Interlachen Ave	Winter Park, FL	1,000	X	Bicycle Blessing support
Florida Artist Group, Inc	PO Box 10561	Tampa FL	1,500	X	Award for artist
Florida Southern College Annual Fund	111 Lake Hollingsworth Dr	Lakeland FL	1,000	X	General Support
Foundation Financial Officers Group	216 W Jackson Blvd # 625	Chicago, IL	1,200		Dues
Foundation for Orange County Public Schools, Inc.	445 W Amelia Street Ste 901	Orlando FL	4,000	X	Athletic Programs
Friends of Mounts Botanical Garden	531 N Military Trail	West Palm Beach FL	1,000	X	General Support
Gathering USA, Inc	1220 E Concord St	Orlando FL	1,500	X	General Support
Grace Medical Home, Inc	51 Pennsylvania Street	Orlando FL	1,000	X	General Support
Guidestar	1730 Pennsylvania NW, Ste 250	Washington, DC	1,750		Membership
Heart of Florida United Way	1940 Traylor Blvd	Orlando FL	100,000	X	General Support
Heart of the City Foundation	106 E Church Street	Orlando FL	1,000	X	General Support
Marine Discovery Center, Inc	520 Barracuda Boulevard	New Smyrna Beach FL	1,000	X	General Support
Museum of Biblical Art	1865 Broadway at 61st Street	New York NY	50,000	X	Support of Exhibition
National Association of Women Artists	80 Fifth Avenue Ste 1405	New York NY	1,500	X	Award for artist
Nettle Creek Church of the Brethren	5342 N Brick Road	Hagerstown IN	5,000	X	General Support
New Hampshire Art Association	136 State Street	Portsmouth NH	1,000	X	General Support
Orlando Union Rescue Mission	1521 W Washington St	Orlando FL	15,000	X	General Support
Pancreatic Cancer Action Network	1500 Rosecrans Avenue	Manhattan Beach CA	500	X	Purple Stride Event
Pen and Brush, Inc	16 E Tenth Street	New York, NY	1,500	X	Award for artist
Pet Rescue by Judy NOHO	2620 Iroquois Ave	Sanford FL	1,000	X	General Support
Planned Parenthood of Greater Orlando	726 S Tampa Avenue	Orlando FL	1,000	X	Education Program & General Support
Planned Parenthood of Greater Orlando	726 S Tampa Avenue	Orlando FL	36,000	X	Upgrade IT Medical Records
Rehabilitation Center for Children and Adults	300 Royal Palm Way	Palm Beach FL	3,000	X	General Support
Rollins College	1000 Holt Avenue	Winter Park FL	1,000	X	Annual Fund
Rollins College - AG Bush Science Center	1000 Holt Avenue	Winter Park FL	500,000	X	Renovation of Building
Rollins College - Environmental Studies Scholarships	1000 Holt Avenue	Winter Park FL	2,500	X	Scholarships
Rollins College - McKean Award	1000 Holt Avenue	Winter Park FL	15,000	X	Teaching Award
Rollins College Strickland Tennis Scholarship	1000 Holt Avenue	Winter Park FL	5,000	X	Scholarship Fund
Rollins College Philanthropy Center - Donors Forum	1000 Holt Avenue - 2755	Winter Park, FL	750		Membership

ATTACHMENT B

Elizabeth Morse Genius Foundation - Grants Awarded in 2012

Grants Awarded in 2012

December 31, 2012

EIN # 13-6115217

Recipient Name	Street Address	City/State	Grant Amount	501(c)3	Purpose
Russell Home for Atypical Children	510 Holden Avenue	Orlando FL	1,000	X	Building Grant and general support
Salvation Army	416 W Colonial Drive	Orlando FL	15,000	X	General Support
Second Harvest Food Bank	2008 Brengle Avenue	Orlando FL	31,000	X	General Support
Second Harvest Food Bank	2008 Brengle Avenue	Orlando FL	250,000	X	New distribution center contribution
Sigma Chi Foundation	1714 Hinman Avenue	Evanston IL	2,000	X	General Support & Bell Chapter Fund
St John's Evangelical Lutheran Church	1600 South Orlando Avenue	Winter Park FL	7,000	X	Roof Repair
United Arts of Central Florida, Inc	2450 Maitland Cntr Pkwy Ste 201	Maitland FL	200,000	X	General Support
University of Alabama, Sigma Chi Fraternity	Post Office Box 870122	Tuscaloosa AL	4,000	X	Fund #16024/Building Fund
University of Central Florida - WUCF-TV	12424 Research Parkway Suite 250	Orlando FL	10,000	X	General Support
University of Chicago Celiac Disease Center	5841 S Maryland Ave MC4069	Chicago IL	1,000	X	General Support
Westminster Retirement Communities Foundation	80 West Lucerne Circle	Orlando FL	1,500	X	Benevolent Assostance Fund
Wildlife Rehabilitation Center of Central Florida	21117 Reindeer Road	Christmas FL	2,000	X	General Support
Winter Park Day Nursery	741 S Pennsylvania Ave	Winter Park FL	6,000	X	Arts Program and General Support
Winter Park High School Foundation	2100 Summerland Road	Winter Park FL	1,000	X	General Support
Winter Park Presbyterian Church	400 S Lakemont Avenue	Winter Park FL	5,000	X	General Support
Winter Park Public Library	460 E New England Ave	Winter Park FL	13,500	X	General Support & technology upgrade
Woman's Club of Winter Park	419 S Interlachen Avenue	Winter Park FL	1,000	X	General Support
		Total Grants per above:	**$ 4,856,195**	- Line 25, Column D	

ATTACHMENT B