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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 , 2012, and ending , 20

Name of foundation
MARK MORTON MEMORIAL FUND

A Employer identification number
23-7181380

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O SARAH KERR SEVERSON
233 S. WACKER DRIVE | 6600

B Telephone number (see instructions)
(312) 258-5588

City or town, state, and ZIP code
CHICAGO, IL 60606

C If exemption application is pending, check here . . . . . ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 17,075,845.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	414,215.	414,215.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-143,933.			
	b Gross sales price for all assets on line 6a 1,955,987.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	270,282.	414,215.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,000.	45,000.		45,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	95,672.	41,514.		62,271.
	b Accounting fees (attach schedule) ATCH 3	80,008.	5,553.		100,093.
	c Other professional fees (attach schedule) *	42,641.	42,889.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	23,553.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	3,886.			3,886.
	24 Total operating and administrative expenses. Add lines 13 through 23	335,760.	134,956.		211,250.
	25 Contributions, gifts, grants paid	998,664.			1,003,488.
	26 Total expenses and disbursements Add lines 24 and 25	1,334,424.	134,956.	0	1,214,738.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,064,142.			
	b Net investment income (if negative, enter -0-)		279,259.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,469.		
	2 Savings and temporary cash investments	1,415,617.	1,487,311.	1,487,311.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	16,464,181.	15,284,872.	15,564,276.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 8)	31,494.	24,258.	24,258.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,921,761.	16,796,441.	17,075,845.
Liabilities	17 Accounts payable and accrued expenses	69,366.	30,543.	
	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 ▶ ATCH 9)	30,940.	8,585.	
	23 **Total liabilities** (add lines 17 through 22)	100,306.	39,128.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	17,821,455.	16,757,313.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	17,821,455.	16,757,313.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	17,921,761.	16,796,441.	

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	17,821,455.
2	Enter amount from Part I, line 27a	2	-1,064,142.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,757,313.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,757,313.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	-143,933.
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	0

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	1,435,167.	17,769,840.	0.080764
2010	1,516,853.	17,176,107.	0.088312
2009	1,475,910.	16,333,716.	0.090360
2008	1,857,688.	20,410,650.	0.091016
2007	1,521,657.	23,171,962.	0.065668

2	**Total** of line 1, column (d)	2	0.416120
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	0.083224
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,978,415.
5	Multiply line 4 by line 3	5	1,413,012.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,793.
7	Add lines 5 and 6	7	1,415,805.
8	Enter qualifying distributions from Part XII, line 4	8	1,214,738.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,585.
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	5,585.
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	5,585.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,000.		
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	6,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	1.
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	414.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 414. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ▶ $ _____ (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*	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?	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) ▶ 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*	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

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

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

Website address ▶ N/A

14 The books are in care of ▶ BAKER TILLY VIRCHOW KRAUSE LLP Telephone no ▶ 312-729-8000

Located at ▶ 205 NORTH MICHIGAN AVENUE CHICAGO, IL ZIP+4 ▶ 60601

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

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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		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.

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	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)? (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	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?			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
ATCH 10		90,000.	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				

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

JSA

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

3 **Five highest-paid independent contractors for professional services (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		

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

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 BENEFIT PAYMENTS FOR ASSISTANCE TO THE AGED, BLIND OR DISABLED WHO WERE EMPLOYED BY MORTON INT'L, INC OR MORTON SALT CO OR THEIR WHOLLY OWNED SUBSIDIARIES BEFORE 7/01/71	138,172.
2 FUNERAL COSTS AND DEATH BENEFIT PAYMENTS PAID ON BEHALF OF THOSE WHO WERE EMPLOYED BY MORTON INT'L, INC OR MORTON SALT CO OR THEIR WHOLLY OWNED SUBSIDIARIES BEFORE 7/01/71	35,000.
3 BENEFIT PAYMENTS FOR HOSPITAL, MEDICAL, AND SURGICAL CARE TO THOSE WHO WERE EMPLOYED BY MORTON INT'L, INC OR MORTON SALT CO OR THEIR WHOLLY OWNED SUBSIDIARIES BEFORE 7/01/71	71,316.
4 DISTRIBUTION TO ILLINOIS CHARITIES IN SUPPORT OF DONEE ORGANIZATIONAL CAPITAL EXPENDITURE NEEDS	759,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	17,226,500.
b	Average of monthly cash balances	1b	10,470.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,236,970.
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	
3	Subtract line 2 from line 1d	3	17,236,970.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,555.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,978,415.
6	**Minimum investment return.** Enter 5% of line 5	6	848,921.

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	848,921.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,585.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,585.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	843,336.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	843,336.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	843,336.

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	1,214,738.
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	
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	1,214,738.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,214,738.

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				843,336.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 423,659.				
b From 2008 864,223.				
c From 2009 670,396.				
d From 2010 592,769.				
e From 2011 628,083.				
f **Total** of lines 3a through e	3,179,130.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,214,738.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				843,336.
e Remaining amount distributed out of corpus	371,402.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,550,532.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	423,659.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,126,873.			
10 Analysis of line 9				
a Excess from 2008 864,223.				
b Excess from 2009 670,396.				
c Excess from 2010 592,769.				
d Excess from 2011 628,083.				
e Excess from 2012 371,402.				

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 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

ATCH 11

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

GRANT APPLICATION & RELATED FINANCIAL DATA

c Any submission deadlines

N/A

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

ILLINOIS PUBLIC CHARITIES

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*				
ATCH 12				
Total ▶ **3a**				1,003,488.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	414,215.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-143,933.	
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)				270,282.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	270,282.

(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) (See instructions)

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		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

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

▶ _____ 11/13/2013 ▶ President

Signature of officer or trustee Date 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 ☐ if self-employed	PTIN
MICHAEL DICKER		06/25/2013		P00071233

Firm's name ▶ TOPEL FORMAN L.L.C. Firm's EIN ▶ 36-2469413

Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611 Phone no 312-642-0006

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHWAB #7874 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,071,669.		1,235,074.					-163,405.	
		SCHWAB #7874 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
884,318.		864,846.					19,472.	
TOTAL GAIN(LOSS)							-143,933.	

Mark Morton Memorial Fund
Realized Gain/Loss Report 2012
Charles Schwab Account No 1268-7874

Symbol	Name	Sold/ Closed	Acquired	Quantity Sold	Total Proceeds	Cost Basis	Short Term Realized Gain/Loss	Long Term Realized Gain/Loss	Total Realized Gain/Loss
ACWX	ISHARES MSCI ACWI EX US MSCI ACWI ES US INDEX FD	10/3/2012	7/27/2011	3,130 00	124,574 34	137,967 28		(13,392 94)	(13,392.94)
CMNIX	CALAMOS MARKET NEUTRAL INCOME FUND CL I	8/1/2012	7/27/2011	2,003 60	25,000 00	24,241 84		758 16	758 16
CMNIX	CALAMOS MARKET NEUTRAL INCOME FUND CL I	5/24/2012	7/27/2011	2,463 50	30,000 00	29,804 98	195 02		195.02
GTEYX	GATEWAY FUND CL Y	8/1/2012	7/27/2011	918 69	25,000 00	24,315 01		684 99	684 99
GTEYX	GATEWAY FUND CL Y	5/24/2012	7/27/2011	1,132 35	30,000.00	29,969 16	30.84		30.84
IJH	ISHARES TR S&P MIDCAP S&P MIDCAP 400 INDEX FD	3/23/2012	7/27/2011	500 00	49,152 11	47,846 72	1,305 39		1,305 39
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	10/3/2012	7/27/2011	61 00	4,724.95	4,375 61		349 34	349.34
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	10/3/2012	7/27/2011	1 00	77.46	71.73		5.73	5 73
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	10/3/2012	7/27/2011	780 00	60,417.45	55,950 41		4,467 04	4,467.04
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	10/3/2012	7/27/2011	9 00	697.12	645 58		51 54	51 54
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	3/23/2012	7/27/2011	650 00	48,971.42	46,620 09	2,351 33		2,351 33
IJR	ISHARES TR S&P SMALLCAP S&P SMALLCAP 600 INDX FD	10/3/2012	7/27/2011	764 00	59,178.11	54,802 71		4,375 40	4,375 40
MERFX	MERGER FUND	8/1/2012	7/27/2011	6,321 11	100,000 00	101,677 26		(1,677 26)	(1,677 26)
PCRIX	PIMCO COMMODITY REAL RETURN STRAT CL INSTL	5/24/2012	Various	74,153 07	467,860.89	656,612 60	(188,751 71)		(188,751 71)
SPY	S P D R S&P 500 ETF TR EXPIRING 01/22/2118	10/3/2012	7/27/2011	865 00	125,275 14	113,907 78		11,367 36	11,367 36
SPY	S P D R S&P 500 ETF TR EXPIRING 01/22/2118	8/1/2012	7/27/2011	1,080.00	149,373 61	142,182 35		7,191 26	7,191.26
SPY	S P D R S&P 500 ETF TR EXPIRING 01/22/2118	3/23/2012	7/27/2011	2,485 00	345,684 62	327,151 05	18,533 57		18,533.57
VBSSX	VANGUARD SHORT TERM BD INDEX SIGNAL	7/18/2012	7/27/2011	2,347 56	25,000 00	24,978 43	21 57		21 57
VBSSX	VANGUARD SHORT TERM BD INDEX SIGNAL	10/3/2012	7/27/2011	2,343 17	25,000 00	24,931.95		68 05	68 05
VBSSX	VANGUARD SHORT TERM BD INDEX SIGNAL	8/1/2012	7/27/2011	4,694 65	50,000 00	49,952 05		47 95	47 95
VFIJX	VANGUARD GNMA FUND ADMIRAL SHARE	10/3/2012	7/27/2011	2,254 51	25,000 00	24,683.57		316 43	316 43
VFIJX	VANGUARD GNMA FUND ADMIRAL SHARE	7/18/2012	7/27/2011	2,256 54	25,000 00	24,703 46	296 54		296 54
VFIJX	VANGUARD GNMA FUND ADMIRAL SHARE	8/1/2012	7/27/2011	2,256 54	25,000 00	24,704.28		295 72	295 72
VIBSX	VANGUARD INTERMEDIATE TERM BD INDEX FD SIGNAL	7/18/2012	7/27/2011	4,118 93	50,000 00	47,387 62	2,612 38		2,612 38
VIBSX	VANGUARD INTERMEDIATE TERM BD INDEX FD SIGNAL	8/1/2012	7/27/2011	4,941 98	60,000 00	56,865.56		3,134 44	3,134 44
VIBSX	VANGUARD INTERMEDIATE TERM BD INDEX FD SIGNAL	10/3/2012	7/27/2011	2,047 87	25,000 00	23,571 24		1,428 76	1,428 76
			TOTAL		1,955,987 22	2,099,920 32	(163,405 07)	19,471 97	(143,933 10)
			ST TOTAL		1,071,669 04	1,235,074 11	(163,405 07)	-	(163,405 07)
			LT TOTAL		884,318 18	864,846 21	-	19,471 97	19,471 97
					1,955,987 22	2,099,920 32	(163,405 07)	19,471 97	(143,933 10)

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST FROM SECURITIES	414,215.	414,215.
TOTAL	414,215.	414,215.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	95,672.	41,514.		62,271.
TOTALS	95,672.	41,514.		62,271.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEES	27,515.	5,553.		49,977.
ACCOUNTING FEES-BENEFIT ADMIN	52,493.			50,116.
TOTALS	80,008.	5,553.		100,093.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AGENCY FEES	141.	389.	
INVESTMENT COUNSEL	42,500.	42,500.	
TOTALS	42,641.	42,889.	

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	23,553.		
TOTALS	23,553.		

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	3,599.	3,599.
SUPPLIES & OTHER EXPENSES	287.	287.
TOTALS	3,886.	3,886.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOND MUTUAL FUNDS - SEE STMT	4,552,743.	4,602,297.
EQUITY MUTUAL FUNDS - SEE STMT	4,230,391.	4,172,872.
OTHER ETFS - SEE STMT	6,501,738.	6,789,107.
TOTALS	15,284,872.	15,564,276.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INT & DIV RECEIVABLE	24,258.	24,258.
TOTALS	24,258.	24,258.

MARK MORTON MEMORIAL FUND 23-7181380

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
EXCISE TAX PAYABLE	2,585.
DEFERRED TAX LIABILITY	6,000.
TOTALS	8,585.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SARAH K. SEVERSON C/O SCHIFF HARDIN LLP 233 S. WACKER DRIVE, SUITE 6600 CHICAGO, IL 60606	PRESIDENT 3.25	30,000.	0	0
LEONARD E. ZAK 2738 WOODBINE EVANSTON, IL 60201	DIR/VICE PRES 1.25	12,000.	0	0
ARTHUR J. MCGIVERN 616 LAKE AVENUE WILMETTE, IL 60093	DIR/VICE PRES 1.25	12,000.	0	0
DAVIS H. ROENISCH 4-1/2 INDIAN HILL ROAD WINNETKA, IL 60093	DIR/VICE PRES 1.25	12,000.	0	0
JOHN VENHUIZEN 644 DEWIG COURT NORTH AURORA, IL 60542	DIR/VICE PRES 1.25	12,000.	0	0

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MOLLY GALO 1019 WOODBINE AVENUE OAK PARK, IL 60302	DIR/VICE PRES 1.25	12,000.	0	0
	GRAND TOTALS	90,000.	0	0

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SARAH SEVERSON
C/O SCHIFF HARDIN, 233 S. WACKER DR
CHICAGO, IL 60606
312-258-5588

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHEDULE ATTACHED 205 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	NONE INDIVIDUAL	AGED, BLIND & DISABLED	138,172
SCHEDULE ATTACHED 205 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	NONE INDIVIDUAL	HOSPITAL, MEDICAL & SURGICAL	71,316.
SCHEDULE ATTACHED 205 NORTH MICHIGAN AVENUE CHICAGO, IL 60601	NONE INDIVIDUAL	DEATH BENEFITS	35,000.
CATHOLIC CHARITIES OF THE DIOCESE OF JOLIET 611 EAST CASS STREET JOLIET, IL 60432	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	175,000.
EDWARD FOUNDATION 801 SOUTH WASHINGTON ST NAPERVILLE, IL 60540	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	80,000
ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVE PALOS HEIGHTS, IL 60463	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	60,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARILLAC SOCIAL CENTER 212 S FRANCISCO AVE CHICAGO, IL 60612	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	55,000.
ROLLING THUNDER ILLINOIS CHAPTER ONE PO BOX 1042 WARRENVILLE, IL 60555	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	69,000
ST VINCENT DE PAUL CENTER 2145 N HALSTED ST CHICAGO, IL 60614	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	66,000
THE YOUTH CAMPUS 733 N PROSPECT AVE PARK RIDGE, IL 60068	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	51,000.
CHICAGO COALITION FOR THE HOMELESS 70 E LAKE STREET SUITE 720 CHICAGO, IL 60601	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	10,000.
FAMILY PROMISE CHICAGO NORTH SHORE 1417 HINMAN AVE EVANSTON, IL 60201	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GUARDIAN ANGEL COMMUNITY SERVICES 1550 PLAINFIELD ROAD JOLIET, IL 60435	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	29,000
HOUSING OPTIONS FOR THE MENTALLY ILL 1132 SUITE B FLORENCE AVE EVANSTON, IL 60602	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	24,000
MORNINGSTAR MISSION MINISTRIES INC 350 E WASHINGTON STREET JOLIET, IL 60433	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	25,000
YOUTH GUIDANCE 1 N LASALLE ST SUITE 900 CHICAGO, IL 60602	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	35,000.
OAK PARK-RIVER FOREST AREA WALK-IN MINISTRY 848 LAKE STREET OAK PARK, IL 60301	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	48,000.
COMMUNITY NURSE HEALTH ASSOCIATION 23 CALENDAR AVE LA GRANGE, IL 60525	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THOMAS MORE SOCIETY 29 S LASALLE ST SUITE 440 CHICAGO, IL 60603	NONE 501(C)(3), PUBLIC CHTY	CHARITABLE	2,000
		TOTAL CONTRIBUTIONS PAID	1,003,488.

MARK MORTON MEMORIAL FUND

SCHEDULE OF INVESTMENTS OWNED
AS OF DECEMBER 31, 2012
(See Independent Auditor's Report on Supplementary Information)

Description	Quantity	Cost	Fair Value
Bond Funds:			
Vanguard GNMA Fund	140,408	$ 1,537,253	$ 1,531,854
Vanguard Intermediate	128,864	1,484,784	1,541,215
Vanguard Short Term Bond Fund	143,860	1,530,706	1,529,228
Total Bond Funds		$ 4,552,743	$ 4,602,297
Equity Funds:			
Arbitrage Fund Class I	67,201	$ 879,465	$ 858,153
Calamos Market Neutral	35,031	423,992	438,587
DFA Intl. Small Company	68,412	1,157,295	1,089,807
Gateway Fund CLY	16,092	426,058	436,255
Merger Fund	54,464	875,720	862,158
Credit Suisse Commodity	60,761	467,861	487,912
Total Equity Funds		$ 4,230,391	$ 4,172,872
Exchange Traded Funds:			
iShares MSCI ACWI Ex. US	39,762	$ 1,751,785	$ 1,665,253
iShares TR S&P Mid Cap	9,093	870,376	924,803
iShares TR S&P Small Cap	10,478	752,018	818,310
SPDR S&P 500 ETF TR	23,739	3,127,559	3,380,741
Total Exchange Traded Funds		$ 6,501,738	$ 6,789,107
TOTAL		$ 15,284,872	$ 15,564,276

Mark Morton Memorial Fund
Aged, Blind and Disabled
as of December 31, 2012

Name	SSN	Amount
Annabelle E. Fiedler	[redacted]	10,656.00
Annie L. Woodrum	[redacted]	4,578.60
Berlin Nelson Pickett	[redacted]	1,460.00
Clovis E. Davis	[redacted]	4,128.00
Daniel Ambrose	[redacted]	7,140.00
Darwin C. Harris	[redacted]	4,752.00
Doris Christopher	[redacted]	6,180.00
Dulcie C. Brummitt	[redacted]	5,839.20
Esther H. Parkerson	[redacted]	2,056.56
Eunice Coffman	[redacted]	6,419.16
Eunice F. Williams	[redacted]	2,558.40
Evetta Biviano	[redacted]	1,800.00
Florence R. Broussard	[redacted]	3,792.00
Genevieve M. Crochet	[redacted]	794.50
Gloria Williams	[redacted]	6,048.00
Hazel E. Wheeler	[redacted]	4,272.00
Hazel R. Guidry	[redacted]	2,196.00
James B. Woods	[redacted]	6,010.00
James E. Gaskey	[redacted]	2,976.48
John Land	[redacted]	8,087.40
Josephine Matthews	[redacted]	4,188.00
Linda W. Ritchie	[redacted]	4,078.80
Louise Savage	[redacted]	4,776.00
Lynna L. Martin	[redacted]	381.20
Mary Ann Derise	[redacted]	5,820.12
Mary F. Davis	[redacted]	2,203.20
Mary L. Weeks	[redacted]	1,070.40
Nannie P. Freeman	[redacted]	3,534.25
Ola Mae Rains	[redacted]	7,608.00
Ollie Armelin	[redacted]	151.50
Reba J. Stone	[redacted]	2,040.91
Rosa Lee	[redacted]	1,860.00
Thomas R. Reid	[redacted]	8,714.94
Total		138,171.62

Mark Morton Memorial Fund
Hospital, Medical and Surgical Benefits Paid
as of December 31, 2012

Name	SSN	Amount
Annabelle E. Fiedler	[redacted]	3,980.73
Charley H. Oliver	[redacted]	5,501.80
Clovis E. Davis	[redacted]	2,121.67
Daniel Ambrose	[redacted]	2,330.00
Darwin C. Harris	[redacted]	4,057.93
Doris Christopher	[redacted]	2,034.18
Dulcie C. Brummitt	[redacted]	410.30
Eunice Coffman	[redacted]	569.16
Eunice F. Williams	[redacted]	508.83
Florence R. Broussard	[redacted]	174.49
Genevieve M. Crochet	[redacted]	1,987.17
Gloria Williams	[redacted]	1,659.68
Hazel E. Wheeler	[redacted]	11,031.68
Hazel R. Guidry	[redacted]	610.08
James B. Woods	[redacted]	802.38
James E. Gaskey	[redacted]	785.21
John Land	[redacted]	3,927.37
Linda W. Ritchie	[redacted]	2,086.05
Louise Savage	[redacted]	4,891.36
Lynna L. Martin	[redacted]	5,731.45
Mary Ann Derise	[redacted]	1,160.10
Mary F. Davis	[redacted]	1,035.78
Mary L. Weeks	[redacted]	373.13
Nannie P. Freeman	[redacted]	4,271.63
Ollie Armelin	[redacted]	139.61
Reba J. Stone	[redacted]	923.22
Rosa Lee	[redacted]	3,798.50
Thomas R. Reid	[redacted]	2,753.10
Tommy C. Stephens	[redacted]	1,659.50
Total		71,316.09

Mark Morton Memorial Fund
Death Benefits
as of December 31, 2012

Name	Amount
Estate of Tommy Stephens	5,000.00
Julia Morrison	2,500.00
Charley H. Oliver Jr.	2,500.00
Brenda C. Langlinais	2,500.00
Peggy C. Young	2,500.00
Estate of Lynna Martin	5,000.00
James Freeman	2,500.00
Shirley Lewinn	2,500.00
Brenda Bryant	5,000.00
Estate of John B. Woods	5,000.00
Total	35,000.00