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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**

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Burton D. Morgan Foundation, Inc.		A Employer identification number 34-6598971
Number and street (or P O box number if mail is not delivered to street address) 22 Aurora St.	Room/suite	B Telephone number (see instructions) 330-655-1660
City or town, state, and ZIP code Hudson OH 44236		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) \$ 126,750,739	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCARVED NOV 15 2013	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	5,919	5,919		
	4 Dividends and interest from securities	2,275,549	2,275,549		
	5a Gross rents	16,000	16,000		
	b Net rental income or (loss)	15,978			
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	7,011,093			
	b Gross sales price for all assets on line 6a	81,103,931			
	7 Capital gain net income (from Part IV, line 2)		7,020,270		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Stmt 2	-98,670	7		
	12 Total. Add lines 1 through 11	9,209,891	9,317,745	0	
	13 Compensation of officers, directors, trustees, etc	464,668	104,678		359,990
	14 Other employee salaries and wages	324,783	55,993		268,790
	15 Pension plans, employee benefits	109,278	18,840		90,438
	16a Legal fees (attach schedule) See Stmt 3	2,494	429		2,065
	b Accounting fees (attach schedule) Stmt 4	27,416	4,726		22,690
	c Other professional fees (attach schedule) Stmt 5	729,756	726,878		2,878
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 6	116,386	31,386		
	19 Depreciation (attach schedule) and depletion Stmt 7	141,856	24,456		
	20 Occupancy	31,497	5,430		26,067
	21 Travel, conferences, and meetings	14,852	2,560		12,292
	22 Printing and publications	45,669	7,873		37,796
	23 Other expenses (att sch) Stmt 8	165,656	25,208		139,514
	24 Total operating and administrative expenses. Add lines 13 through 23	2,174,311	1,008,457	0	962,520
	25 Contributions, gifts, grants paid	4,314,890			4,314,890
	26 Total expenses and disbursements. Add lines 24 and 25	6,489,201	1,008,457	0	5,277,410
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,720,690			
	b Net investment income (if negative, enter -0-)		8,309,288		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

1 G14

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	149,979	111,657
	2	Savings and temporary cash investments		
	3	Accounts receivable ▶ 100,060		100,060
		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 (att. schedule) ▶		
		Less allowance for doubtful accounts ▶ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges	122,641	49,229
	10a	Investments – U S and state government obligations (attach schedule) Stmt 9	1,315,491	649,242
	b	Investments – corporate stock (attach schedule) See Stmt 10	67,737,680	49,870,045
	c	Investments – corporate bonds (attach schedule) See Stmt 11	136,775	136,775
Liabilities	11	Investments – land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach sch.) ▶		
	12	Investments – mortgage loans		
	13	Investments – other (attach schedule) See Statement 12	31,291,569	52,656,729
	14	Land, buildings, and equipment basis ▶ 4,337,746		
		Less accumulated depreciation (attach sch.) ▶ Stmt 13 1,107,929	3,333,572	3,229,817
	15	Other assets (describe ▶)		
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	104,087,707	106,803,554
	17	Accounts payable and accrued expenses	43,946	71,332
	18	Grants payable	2,801,920	1,319,702
Net Assets or Fund Balances	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
	23	Total liabilities (add lines 17 through 22)	2,845,866	1,391,034
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒		
	24	Unrestricted	101,241,841	105,412,520
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐		
Net Assets or Fund Balances	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 (see instructions)	101,241,841	105,412,520
	31	Total liabilities and net assets/fund balances (see instructions)	104,087,707	106,803,554

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	101,241,841
2	Enter amount from Part I, line 27a	2	2,720,690
3	Other increases not included in line 2 (itemize) ▶ See Statement 14	3	1,547,294
4	Add lines 1, 2, and 3	4	105,509,825
5	Decreases not included in line 2 (itemize) ▶ See Statement 15	5	97,305
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	105,412,520

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 Worksheet			
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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	7,020,270
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	529,972

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	6,007,498	123,521,434	0.048635
2010	6,443,265	125,674,968	0.051269
2009	6,245,829	103,935,187	0.060093
2008	5,028,881	132,277,815	0.038018
2007	5,171,850	152,548,765	0.033903

2 Total of line 1, column (d)	2	0.231918
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	0.046384
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	122,321,926
5 Multiply line 4 by line 3	5	5,673,780
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83,093
7 Add lines 5 and 6	7	5,756,873
8 Enter qualifying distributions from Part XII, line 4	8	5,277,410

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)	1	166,186
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	166,186
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	166,186
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	129,479
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	90,000
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	219,479
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	456
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	52,837
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 52,837 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OH		
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 See Stmt 16		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	

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)

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)

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► **www.bdmorganfdn.org**

14 The books are in care of ► **Denise M. Griggs** Telephone no ► **330-655-1660**
22 Aurora St.

Located at ► **Hudson** OH ZIP+4 ► **44236**

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? Yes No
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.

	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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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		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?	☐ Yes ☒ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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

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
Leslie G. Nelson 22 Aurora St Hudson OH 44236	Sr. Prog Off 40.00	107,947	7,317	0
Diane V. Rafferty 22 Aurora Street Hudson OH 44236	Exec. Asst. 40.00	52,281	3,546	0

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

0

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34-6598971

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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
Essex Investment Management Co. LLC Boston 125 High St., 29th Flr MA 02110	Investment Mgt	145,525
Massey Quick Wealth Management Morristown 360 Mount Kemble Ave NJ 07960	Investment Cons	131,484
Haverford Quality Investing Radnor Three Radnor Corporate Center PA 19087-4546	Investment Mgt	106,938
Mayo Capital Partners Boston 40 Rows Wharf MA 02110-3327	Investment Mgt	102,029
Broadleaf Partners LLC Hudon 9 Aurora St. OH 44236	Investment Mgmt	52,283
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 18	13,048
2 See Statement 19	8,858
3 See Statement 20	5,189
4 See Statement 21	790

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

Form **990-PF** (2012)

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	111,734,646
b	Average of monthly cash balances	1b	7,938,458
c	Fair market value of all other assets (see instructions)	1c	4,511,592
d	Total (add lines 1a, b, and c)	1d	124,184,696
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	124,184,696
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,862,770
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	122,321,926
6	Minimum investment return. Enter 5% of line 5	6	6,116,096

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	6,116,096
2a	Tax on investment income for 2012 from Part VI, line 5	2a	166,186
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	166,186
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,949,910
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,949,910
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	5,949,910

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	5,277,410
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	5,277,410
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	5,277,410

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				5,949,910
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				1,034,558
d From 2010				175,137
e From 2011				
f Total of lines 3a through e	1,209,695			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,277,410				
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				5,277,410
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	672,500			672,500
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	537,195			
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				0
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	537,195			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				362,058
c Excess from 2010				175,137
d Excess from 2011				
e Excess from 2012				

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

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
See attached on-line submission requirements

b The form in which applications should be submitted and information and materials they should include
See attached on-line application procedures

c Any submission deadlines
See attached submission deadlines

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

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 Attached				4,314,890
Total			▶ 3a	4,314,890
b Approved for future payment See Attached				1,098,502
Total			▶ 3b	1,098,502

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name Burton D. Morgan Foundation, Inc.	Employer Identification Number 34-6598971
--	---

(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.)
(1) Publicly traded securities	P	Various	Various
(2) Avista I - ST Cap Gain per K-1	P	Various	Various
(3) Avista II - ST Cap Gain per K-1	P	Various	Various
(4) Avista II - LT Gain per K-1	P	Various	Various
(5) Avista II - 1231 Gain	P	Various	Various
(6) GMO	P	Various	Various
(7) Morgan Freeport Inc.	D	Various	Various
(8) Class Action Settlements	P	Various	Various
(9) Freeport Farms	D	Various	Various
(10) GMO 1231 Gain per K-1	P	Various	Various
(11) Avista I - LT Cap Gain per K-1	P	Various	Various
(12) Avista I - 1231 Gain per K-1	P	Various	Various
(13) NEO Cap - ST Gain per K-1	P	Various	Various
(14) NEO Cap - LT Gain per K-1	P	Various	Various
(15) NEO Cap - 1231 Loss per K-1	P	Various	Various

(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)
(1) 78,492,531		71,958,320	6,534,211
(2) 520,424		379,583	140,841
(3) 116,566		49,587	66,979
(4) 646,633		272,645	373,988
(5) 463,808		195,448	268,360
(6) 411,207		345,837	65,370
(7) 99,963		116,769	-16,806
(8) 26,004			26,004
(9)		556,357	-556,357
(10) 53,190			53,190
(11) 227,401		165,860	61,541
(12) 623			623
(13) 111			111
(14) 2,347			2,347
(15)		132	-132

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	
(1)			6,534,211
(2)			140,841
(3)			66,979
(4)			373,988
(5)			268,360
(6)			65,370
(7)			-16,806
(8)			26,004
(9)			-556,357
(10)			53,190
(11)			61,541
(12)			623
(13)			111
(14)			2,347
(15)			-132

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase			
H P 4500LJ PRINTER	8/15/00	2/29/12	\$	Purchase \$	2,884	\$	2,884
DELL LATITUDE & PRINTER	2/13/03	2/29/12		Purchase	2,841		2,841
HP PHOTOSMART PRINTER	2/11/04	2/29/12		Purchase	110		110
KODAK DIGITAL CAMERA	2/11/04	2/29/12		Purchase	740		740
TAPE BACK-UP DRIVE	11/30/04	2/29/12		Purchase	992		992
MICROCASSETTE TRANSCIBER	11/30/04	2/29/12		Purchase	319		319
CASSETTE RECORDER	3/23/05	2/29/12		Purchase	319		319
LAPTOP--BURNER	11/23/05	2/29/12		Purchase	1,685		1,685
DELL COMPUTER -PJM	9/19/06	2/29/12		Purchase	1,534		1,534
Laptop comp - DMG	12/07/07	2/29/12		Purchase	1,227		1,043
3 PDA's Verizon	6/09/08	2/29/12		Purchase	1,317		-184
Computers DDH, MEE	6/08/04	2/29/12		Purchase	4,634		4,634
Axletech Resilience	Various	Various		Donation	52,116		-8,993
Total			\$ 43,123	\$ 43,123	\$ 70,718	\$ 0	\$ 18,418
							\$ -9,177

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Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Avista I per K-1	\$ 1	1	\$
Avista II Ord. inc per K-1	1,572	1,572	
Avista II Other Inc per K-1	3,045	3,045	
NEO Cap Ordinary Inc per K-1	137	137	
NEO Cap Other inc per K-1	97	97	
GMO Ordinary Loss per K-1	-7,842	-7,842	
Avista II Royalties per K-1	2,087	2,087	
NEO Cap Royalties per K-1	1	1	
Miscellaneous	909	909	
Avista I Ordinary UBI	17,105		
Avista II Ordinary UBI	-115,168		
GMO Forestry Fund 8B UBI	-914		
NEO Capital Fund UBI	300		
Total	\$ -98,670	\$ 7	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Roetzel & Address	\$ 226	39	\$	\$ 187
Schneider, Smeltz, Ranney & LaFo	700	120		580
Stark & Knoll LPA	1,225	211		1,014
Buckingham Doolittle & Burroughs	343	59		284
Total	\$ 2,494	\$ 429	\$ 0	\$ 2,065

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Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Audit	\$ 17,200	\$ 2,965	\$	\$ 14,235
Other accounting	10,216	1,761		8,455
Total	\$ 27,416	\$ 4,726	\$ 0	\$ 22,690

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Custodial Fees	\$ 51,991	\$ 51,991	\$	
Investment Management Fees	450,257	450,257		
Investment Consultant	131,484	131,484		
Software Consulting	477	82		
Other Consultant	3,000	517		
Axletech per statements	91	91		
GMO expense per K-1	11,724	11,724		395
NEO Capital Fund expense per K-1	7,648	7,648		2,483
Avista I Cap Ptrs expense per K-	69,070	69,070		
Avista II Cap Ptrs expense per K	4,014	4,014		
Total	\$ 729,756	\$ 726,878	\$ 0	\$ 2,878

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	\$ 85,000	\$	\$	
Avista II state withholding tax	31,386	31,386		
Total	\$ 116,386	\$ 31,386	\$ 0	\$ 0

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Description						
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
FURNITURE						
6/30/93 \$	1,925 \$	1,925	S/L	10	\$	\$
FURN						
8/31/93	3,844	3,844	S/L	10		
CHAIRS-FOREMOST						
2/28/94	1,394	1,394	S/L	10		
FILE CABINETS-FOREMOST						
4/30/94	1,003	1,003	S/L	10		
FILE CABINET						
2/20/00	1,306	1,306	S/L	10		
DESK - BREWSTER STROUD						
11/21/95	952	952	S/L	10		
FURNITURE						
3/19/96	1,740	1,740	S/L	10		
H P 4500LJ PRINTER						
8/15/00	2,884	2,884	S/L	5		
FILE CABINET						
2/28/02	1,306	1,284	S/L	10	22	
DELL LATITUDE & PRINTER						
2/13/03	2,841	2,841	S/L	5		
PORTRAIT 30 X 24						
10/31/03	3,400	2,777	S/L	10	340	
LATERAL FILE						
12/15/03	1,494	1,208	S/L	10	149	
FIREKING FILE						
12/15/03	1,574	1,272	S/L	10	158	
FURNITURE						
1/15/04	799	639	S/L	10	80	
HP PHOTOSMART PRINTER						
2/11/04	110	110	S/L	5		
KODAK DIGITAL CAMERA						
2/11/04	740	740	S/L	5		
FURNITURE						
4/15/04	10,757	8,337	S/L	10	1,075	

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description						
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
BR server cabinet laptop 6/08/04 \$	2,520 \$	2,520	S/L	5	\$	\$
CREDENZA 6/17/04	220	165	S/L	10	22	
OFFICE FURNISHINGS 6/22/04	404	303	S/L	10	40	
FILE CABINET 7/01/04	886	886	Straight Line	7	89	
TAPE BACK-UP DRIVE 11/30/04	992	992	S/L	5		
MICROCASSETTE TRANSCIBER 11/30/04	319	319	S/L	5		
PRINTER STAND/STORAGE 1/14/05	868	608	S/L	10	86	
PRINTER DMG office 1/18/05	800	800	S/L	5		
CASSETTE RECORDER 3/23/05	319	319	200DB	5		
HP COLOR PRINTER DDH office 5/16/05	800	800	S/L	5		
DDH TABLE 7/01/05	536	348	S/L	10	54	
DELL COMPUTER - Rec. Area 8/15/05	1,229	1,229	S/L	5		
DDH TABLE/DESK 9/01/05	535	339	S/L	10	53	
BONFOEY - ARTWORK 10/24/05	4,440	2,738	S/L	10	444	
H P PRINTER DVR office 10/24/05	1,370	1,370	S/L	5		
LAPTOP--BURNER 11/23/05	1,685	1,685	S/L	5		
BDM PORTRAIT 2/01/06	3,400	2,012	S/L	10	340	

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description					
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation
WINDSOR CHAIRS 5/15/06 \$	5,023 \$	2,846	S/L	10	\$ 503 \$
Laptop - MEE - Workroom 6/14/06	1,746	1,746	S/L	5	
Laptop - JVF - Workroom 6/30/06	1,222	1,222	S/L	5	
MAINE COTTAGE 7/12/06	453	249	S/L	10	45
INTERSTATE 7/28/06	4,726	2,560	S/L	10	473
FURNITURE 8/15/06	61,600	33,367	S/L	10	6,160
COMPUTERS (server deposit) 8/15/06	12,521	12,521	S/L	5	
CHEST 9/04/06	2,100	1,120	S/L	10	210
MAPLE SERVER 9/04/06	750	400	S/L	10	75
DELL COMPUTER -PJM 9/19/06	1,534	1,534	S/L	5	
ROCKWELL PRINT 9/29/06	7,050	3,701	S/L	10	705
CREDENZA 11/13/06	1,389	718	S/L	10	139
FURNITURE 11/17/06	1,184	602	S/L	10	118
FRAMING 11/17/06	1,414	719	S/L	10	141
FURNITURE 11/20/06	12,059	6,130	S/L	10	1,206
COMPUTERS 9/09/06	123,214	123,214	S/L	5	
FURNITURE 9/09/06	87,605	46,723	S/L	10	8,760

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description						
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
Baldwin House 12/03/07 \$	14,493 \$	1,480	S/L	40	362 \$	\$
Baldwin House 12/03/07	47,482	4,847	S/L	40	1,187	
Gardens Limited-Lanscaping 9/09/06	11,772	4,185	S/L	15	785	
Gardens Limited-Lanscaping 9/09/06	10,365	3,685	S/L	15	691	
Gardens Limited-Lanscaping 10/04/06	23,819	8,336	S/L	15	1,588	
Gardens Limited-Lanscaping 11/16/06	3,850	1,305	S/L	15	256	
Gardens Limited-Lanscaping 12/05/06	2,460	834	S/L	15	163	
Gardens Limited-Lanscaping 12/28/06	1,489	496	S/L	15	100	
Rockwell Print-Downhill Racer 12/20/06	3,850	1,925	S/L	10	385	
Warwick Communications 9/09/06	53,509	28,538	S/L	10	5,351	
Land 6/09/05	233,024			0		
Gardens Limited 12/05/06	18,810	6,375	S/L	15	1,254	
Rose Upholstry - chair 12/05/06	870	406	S/L	10	87	
Exterior lights 11/14/06	1,039	537	S/L	10	104	
Parking lot signs 7/31/06	1,086	392	S/L	15	73	
Keyless entry 10/25/06	4,194	1,445	S/L	15	279	
Building - purchase and costs 9/09/06	798,176	106,423	S/L	40	19,955	

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date		Cost		Prior Year		Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Acquired				Basis		Depreciation						
Architect fees	9/09/06	\$	120,903	\$	16,120	S/L	40	\$	3,023	\$		\$
Architect fees	9/09/06		75,387		10,052	S/L	40		1,884			
Bath Specialities (Welty - Item no. 9)	9/06/06		4,031		4,031	S/L	5					
Grading & Earthwork (Welty - Item No. 14)	9/06/06		141,413		50,280	S/L	15		9,428			
Site Utilities (Welty - Item No. 15)	9/09/06		17,573		6,248	S/L	15		1,172			
Concrete Paving (Welty Item No. 21/22)	9/09/06		14,757		5,247	S/L	15		984			
Flooring (Welty Item No. 35/CO9/CO17)	9/06/06		74,670		74,670	S/L	5					
Fire Extinguishers (Welty Item No. 38/39)	9/06/06		758		758	S/L	5					
Window Treatments (Welty Item No. 41)	9/06/06		9,718		9,718	S/L	5					
Security System (Welty Item No. 49/CO18)	9/06/06		17,876		6,356	S/L	15		1,192			
Toilet Seat Covers (Welty Item No. CO3)	9/06/06		201		201	S/L	5					
Site Concrete (Welty Item No. CO6)	9/06/06		17,040		6,059	S/L	15		1,136			
Concrete Extras (Welty Item No. CO11)	9/06/06		3,502		1,245	S/L	15		234			
Mirrors (Welty Item No. CO21/CO25)	9/06/06		939		939	S/L	5					
Renovations 22 Aurora St.	9/06/06		1,811,692		241,559	S/L	40		45,292			
Kitchen backsplash	9/09/06		1,486		528	S/L	15		99			
Welty Renovations - Baldwin House	12/03/07		35,000		3,573	S/L	40		875			

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description						
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
Construction Costs						
12/03/07	\$ 128,697	\$ 13,138	S/L	40	\$ 3,217	\$
Signage - lobby & restroom						
5/31/07	6,266	1,915	S/L	15	417	
Architectural Services						
7/06/07	12,090	1,360	S/L	40	302	
Wrought iron fence and misc						
3/20/07	6,666	2,111	S/L	15	444	
Install cut stone in fountain						
4/09/07	2,552	808	S/L	15	170	
Laptop - Workroom 2nd floater						
4/17/07	1,326	1,238	S/L	5	88	
Bromelkamp database software						
12/01/07	9,520	9,520	S/L	3		
Boardroom credenza						
3/09/07	1,437	695	S/L	10	143	
Blue sideboard - kitchen						
5/31/07	3,812	1,747	S/L	10	382	
Framing Denison						
4/09/07	450	214	S/L	10	45	
Framing Downhill Racer						
4/09/07	527	250	S/L	10	53	
Rockwell Print Extra Good Boys & Girls						
4/17/07	10,050	4,690	S/L	10	1,005	
Upholstery Mr. Morgan's chairs						
4/30/07	1,700	793	S/L	10	170	
Framing Rockwell Santa						
6/22/07	1,301	586	S/L	10	130	
Framing Purdue						
6/22/07	905	407	S/L	10	90	
Baldwin House - landscaping						
12/03/07	5,588	1,521	S/L	15	373	
Landscaping - BH						
12/03/07	11,579	3,152	S/L	15	772	

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Construction Costs		12/03/07	\$ 21,730	\$ 2,218	S/L	40	\$ 544	\$	
Baldwin House - Arch Services		12/03/07	455	46	S/L	40	12		
Laptop comp - DMG		12/07/07	1,227	1,002	S/L	5	41		
Water meter		12/03/07	675	184	S/L	15	45		
Landscape Arch Design - BH		12/03/07	1,125	306	S/L	15	75		
Arch Services		12/03/07	982	100	S/L	40	25		
Reprogramming Board room equipment		12/15/07	3,900	1,593	S/L	10	390		
Baldwin House		12/03/07	324	33	S/L	40	8		
Rear stairwell door		7/06/07	2,933	293	S/L	40	74		
Construction Costs		12/03/07	17,521	1,789	S/L	40	438		
JCVN Officer Chair		2/08/08	1,453	569	S/L	10	145		
DMG Office Chair		2/08/08	1,453	569	S/L	10	145		
MEE Credenza		2/08/08	2,169	849	S/L	10	217		
Laptop - 1st Floater - Workroom		2/08/08	1,175	920	S/L	5	235		
Additional Fist Pearl License		2/29/08	1,060	1,060	S/L	3			
BDM Portrait-Mitsuno Ishii Reedy		5/31/08	6,500	2,329	S/L	10	650		
Door, hardware and installation		3/07/08	2,234	214	S/L	40	56		

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Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date		Cost		Prior Year		Method		Life		Current Year		Net Investment		Adjusted Net	
		Acquired		Basis		Depreciation						Depreciation		Income		Income	
Basement dehumidifier		4/18/08	\$	2,059	\$	189	S/L			40	\$	51	\$		\$		
First Pearl license - software		4/23/08		1,600		1,600	S/L			3							
Sewage Pump - basement		5/01/08		1,563		143	S/L			40		39					
BH Threshold basement		6/13/08		455		41	S/L			40		11					
Exterior lamps and wiring		7/28/08		731		250	S/L			10		73					
Laptop computer - Nelson		6/01/08		1,130		810	S/L			5		225					
3 PDA's Verizon		6/09/08		1,317		1,317	S/L			3							
Framing Lewis & Reedy		6/09/08		415		149	S/L			10		41					
CAD Documentation		6/26/08		900		315	S/L			10		90					
Huang artwork & framing		7/09/08		262		92	S/L			10		26					
Chuck Kovacic artwork & framing		7/09/08		223		78	S/L			10		22					
Baldwin House exterior painting		9/11/08		1,710		143	S/L			40		42					
Telephone Lines		9/12/08		2,562		214	S/L			40		64					
Norman Rockwell "America Marches Forward"		10/03/08		4,050		1,316	S/L			10		405					
Framing "America Marches Forward"		12/01/08		594		183	S/L			10		60					
2 Drawer Lateral Fire King File		2/04/09		1,395		407	S/L			10		139					
2 Drawer Lateral Fire King File		2/04/09		1,395		407	S/L			10		139					

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Prior Year		Method	Life	Current Year	Net Investment		Adjusted Net
Date Acquired	Cost Basis	Depreciation	Depreciation			Depreciation	Income	Income	
MS Office 2007 (7 licenses) 5/29/09 \$ 3,280	\$ 3,280	2,824	456	Straight Line	3	\$	\$	\$	
Roof Restoration / Siding Replacment 6/11/09 10,900	10,900	1,877	727	S/L	15				
Laptop - DDH Reserve 8/01/09 892	892	719	173	S/L	3				
Improvements 9/14/09 1,652	1,652	96	42	S/L	40				
Chenoweth portrait 9/23/09 1,262	1,262	284	126	S/L	10				
Norman Rockwell "High Dive" 12/22/09 6,500	6,500	1,300	650	S/L	10				
Framing "High Dive" 12/22/09 1,890	1,890	378	189	S/L	10				
Computer Monitor - DVR 4/30/10 169	169	94	56	S/L	3				
DVR desktop computer 5/01/10 710	710	394	237	S/L	3				
Bromelkamp Egrant software module 9/01/10 11,313	11,313	4,944	3,771	S/L	3				
Bldg final payment 12/28/10 5,000	5,000	125	125	S/L	40				
D. Ketler Laptop 1/03/11 1,157	1,157	386	385	S/L	3				
D. Griggs desktop and monitors 1/03/11 1,057	1,057	352	353	S/L	3				
Norman Rockwell "County Agriculture Agent" 6/15/11 6,000	6,000	350	600	S/L	10				
Frame for Rockwell - County Ag 6/15/11 1,673	1,673	98	167	S/L	10				
2 Benches in Courtyard 6/30/11 1,128	1,128	56	113	S/L	10				
Fountain Painting and Fram 7/01/11 900	900	45	90	S/L	10				

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description						
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
BDFM Bldg painting "artwork"						
7/01/11	\$ 550	\$ 28	S/L	10	\$ 55	\$
Security DVR- Rec. Area						
12/27/11	1,435		S/L	5	287	
Computers DDH, MEE						
6/08/04	4,634	4,634	S/L	5		
PJM Desktop CPU						
2/08/12	839		S/L	3	256	
VUB Laptop						
2/08/12	1,017		S/L	3	311	
DDH Laptop						
2/08/12	879		S/L	3	269	
PJM - Monotior						
3/16/12	151		S/L	3	38	
Catalyst 2960S24 Switch 24 ports						
5/31/12	2,018			0		
Shadowbox for glider suit						
9/18/12	2,575		S/L	10	64	
Server upgrade down pymt						
12/01/12	29,105		S/L	5	485	
AJB Laptop & Docking Station						
11/01/12	1,038		S/L	3	58	
GMD Monitor						
11/01/12	139		S/L	3	8	
GMD Task Chair (down pymt)						
11/13/12	526		S/L	10	9	
Rounding/Net Investment Income						
					2	24,456
Total	\$ 4,356,348	\$ 984,711			\$ 141,856	\$ 24,456
						\$ 0

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Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Avista Capital Partners II				
Rental Loss per K-1	22	22		
Expenses				
Auto	9,974	1,720		8,254
Dues & Subscriptions	4,962	855		4,107
Filing Fee	225	39		186
Insurance	22,984	3,962		19,022
Maintenance	35,285	6,083		29,202
Meetings and Events	38,720	5,781		32,939
Bank Service Charges	140	24		116
NEOCEP expense	790			790
Office Services and Supplies	38,988	6,722		32,266
Morgan Preserve Maintenance E	508			508
Blackstone LaunchPad	13,048			13,048
Miscellaneous	10			10
Cash basis adj Column D				-934
Total	\$ 165,656	\$ 25,208	\$ 0	\$ 139,514

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Statement 9 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. Treasury Bills	\$ 1,315,491	\$ 649,242	Cost	\$ 649,981
Total	\$ 1,315,491	\$ 649,242		\$ 649,981

Statement 10 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Stmt	\$ 67,737,680	\$ 49,870,045	Cost	\$ 65,992,200
Total	\$ 67,737,680	\$ 49,870,045		\$ 65,992,200

Statement 11 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Frontier 8.125% due 10-1-18	\$ 100,438	\$ 100,438	Cost	\$ 115,000
Omnicare Inc Sr Deb Conv 3.25%	36,337	36,337	Cost	44,775
Total	\$ 136,775	\$ 136,775		\$ 159,775

The Burton D. Morgan Foundation 34-6598971
Form 990-PF, Part II - Line 10b - Corporate Stock Investments
For the Year Ended December 31, 2012

No. of Shares	Name	Cost	Market
3,100.00	ADR BHP BILLITON LTD SPONSORED ADR	304,916 05	243,164.00
11,550.00	ADR VALE S A ADR	330,192 28	242,088.00
2,325 00	AGRIUM INC COM	155,412.58	232,290 75
10,000 00	BARRICK GOLD CORP	428,609 67	350,100 00
1,900.00	BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A	60,094 91	69,635.00
2,350.00	CANADIAN NATL RY CO COM	175,632.77	213,873 50
2,475.00	CANADIAN PAC RY LTD COM CANADIAN PACIFICRAILWAY LTD	155,832.43	251,509 50
5,900.00	CDN IMPERIAL BK COMM TORONTO ONT COM STK	471,317.96	475,599 00
5,475.00	CDN NAT RES LTD COM CDN NAT RES COM STK	247,592.62	158,063 25
425.00	FINNING INTL INC COM NEW COM NEW	12,376.00	10,438 00
500.00	GOLDCORP INC NEW COM	19,435.88	18,350 00
3,475.00	MANULIFE FINL CORP COM	59,998 31	47,225.25
5,075.00	POTASH CORP SASK INC COM	280,984 85	206,501.75
4,000.00	POTASH CORP SASK INC COM	177,319 80	162,760 00
7,500 00	SUNCOR ENERGY INC NEW COM STK	234,425.78	247,350 00
6,575 00	SUNCOR ENERGY INC NEW COM STK	290,154.75	216,843 50
2,600 00	TALISMAN ENERGY INC COM	60,701 94	29,458.00
16,500 00	TALISMAN ENERGY INC COM	255,233.35	186,945.00
1,675 00	TECK RESOURCES LIMITED	59,453.31	60,886 25
2,750.00	ADR AXA SA SPONSORED ADR	60,995 00	50,105 00
2,000.00	ADR TOTAL SA	106,060.51	104,020.00
15,225.00	ADR TOTAL SA	818,739 51	791,852.25
19,800 00	SANOFI SPONSORED ADR	731,816.18	938,124.00
1,300.00	ADR BASF AKTIENGESELLSCHAFT - LEVEL I	120,586 96	123,500 00
5,850.00	ADR TENARIS S A SPONSORED ADR	288,993 51	245,232 00
4,900.00	ADR UNILEVER N V NEW YORK SHS NEW	164,882.94	187,670 00
225.00	ADR YARA INTL ASA SPONSORED ADR	11,497 50	11,191 50
3,950.00	ADR NESTLE S A SPONSORED ADR REPSTG REG SH	240,584.63	257,421 50
2,150.00	ADR NOVARTIS AG	120,412.90	136,095.00
3,825.00	TRANSOCEAN LTD	291,497.13	170,786.25
6,500 00	UBS AG SHS COM	120,510 00	102,310.00
2,100 00	ADR BRIT AMERN TOB PLC SPONSORED COM STK	185,342 11	212,625 00
11,300.00	ADR GLAXOSMITHKLINE PLC SPONSORED ADR	417,203.00	491,211 00
4,475.00	ADR RIO TINTO PLC SPONSORED ADR	309,074 09	259,952.75
3,500.00	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	242,440 89	241,325.00
7,650.00	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	442,004 56	527,467.50
8,000 00	ADR VODAFONE GROUP PLC NEW SPONSORED ADR	227,247 90	201,520.00
1,900.00	DIAGEO PLC SPONSORED ADR NEW	150,176.57	221,502.00
10,925.00	#REORG/HEINZ H J CO CASH MERGER 06/10/2013	568,880 48	630,154 00
5,700 00	3M CO COM	334,314 12	529,245 00
3,000.00	ABBOTT LAB COM	196,974 90	196,500.00
4,500 00	ABBOTT LAB COM	207,271.62	294,750 00
1,500.00	AETNA INC	64,719 56	69,450.00
2,500 00	AFLAC INC COM	122,795.15	132,800 00
5,000.00	AIR PROD & CHEM INC COM	319,027.50	420,100.00
38,600.00	ALTRIA GROUP INC COM	683,568 45	1,212,812 00
1,535.00	AMAZON COM INC COM	287,150 89	385,499 90
1,500.00	AMERICAN EXPRESS CO	77,420.40	86,220.00
2,500 00	AMERICAN INTERNATIONAL GROUP INC COM	81,250.00	88,250.00
5,325 00	AMERICAN TOWER CORP	337,419 39	411,462 75
1,500.00	ANADARKO PETRO CORP COM	86,277.65	111,465.00
500.00	APPLE INC COM STK	322,591 52	266,515.00
660.00	APPLE INC COM STK	112,570 39	351,799 80
6,500.00	ARCHER-DANIELS-MIDLAND CO COM	188,222.46	178,035.00
17,500 00	AT&T INC COM	447,822.66	589,925.00

17,620.00	AT&T INC COM	435,398.05	593,970.20
6,000.00	AT&T INC COM	202,479.50	202,260.00
12,550 00	AUTOMATIC DATA PROCESSING INC COM	512,660.99	715,475.50
5,000 00	BANK OF AMERICA CORP	69,958 10	58,000.00
1,000.00	BAXTER INTL INC COM	55,467.80	66,660 00
250,000 00	BEMIS CO INC COM	125,000.00	8,365,000 00
3,120 00	BLACKROCK INC COM STK	548,869.10	644,935 20
14,200 00	BRISTOL MYERS SQUIBB CO COM	288,913.00	462,778 00
5,000 00	BRISTOL MYERS SQUIBB CO COM	165,723.40	162,950 00
1,500.00	BUNGE LTD	91,329.20	109,035.00
5,000 00	CAMPBELL SOUP CO COM	177,099.50	174,450.00
6,000 00	CENTURYLINK INC COM	231,888 65	234,720.00
1,440.00	CF INDS HLDGS INC COM	220,761.88	292,550.40
7,350.00	CHEVRON CORP COM	497,892 16	794,829 00
9,000.00	CISCO SYSTEMS INC	179,301.51	176,850 00
6,500.00	CITIGROUP INC COM NEW COM NEW	219,723.90	257,140 00
12,500.00	COMCAST CORP NEW-CL A	206,238 11	467,250 00
9,100 00	CONOCOPHILLIPS COM	382,176 52	527,709 00
625 00	CORE LABORATORIES NV NLG0.03	59,907 75	68,318.75
2,500.00	CULLEN / FROST BANKERS INC COM	142,460.20	135,675 00
7,500.00	CVS CAREMARK CORP COM STK	295,737.20	362,625 00
3,270.00	DANAHER CORP COM	121,988 66	182,793.00
25,000.00	DELTA AIR LINES INC DEL COM NEW COM NEW	252,424.50	296,750 00
1,500.00	DEVON ENERGY CORP NEW COM	96,587.65	78,060 00
4,585.00	DISCOVERY COMMUNICATIONS INC NEW COM SERA STK	202,167 73	291,055 80
7,000.00	DOW CHEMICAL CO COM	204,842 90	226,240.00
17,380.00	DU PONT E I DE NEMOURS & CO COM STK	625,383.70	781,578.60
5,500.00	DU PONT E I DE NEMOURS & CO COM STK	261,471.35	247,335.00
2,472.00	EATON CORP PLC COM USD0 50	128,811.70	133,982 40
23,325.00	EATON CORP PLC COM USD0.50	1,204,852.87	1,264,215 00
6,640.00	EBAY INC COM USD0.001	301,373 25	338,772.80
3,500.00	EMC CORP COM	84,570.40	88,550 00
4,000.00	EMERSON ELECTRIC CO COM	196,791.10	211,840 00
9,100.00	EMERSON ELECTRIC CO COM	319,770 36	481,936.00
7,000.00	EXELON CORP COM	243,779 10	208,180 00
4,500 00	EXPRESS SCRIPTS HLDG CO COM	237,031.40	243,000 00
2,500.00	EXXON MOBIL CORP COM	227,052.40	216,375 00
18,230.00	EXXON MOBIL CORP COM	1,381,368 21	1,577,806.50
5,750 00	FACEBOOK INC CL A CL A	138,944.40	153,122 50
15,000.00	FRONTIER COMMUNICATIONS CORP COM	93,561 35	64,200 00
4,000.00	GENERAL DYNAMICS CORP COM	269,530 70	277,080.00
36,100 00	GENERAL ELECTRIC CO	670,971.33	757,739 00
10,000 00	GENERAL ELECTRIC CO	161,873 22	209,900 00
10,000 00	GENERAL ELECTRIC CO	222,735 60	209,900 00
2,500.00	GENERAL MTRS CO JR PFD CONV SER B 4 75%	127,714 55	110,325 00
12,000.00	GENTEX CORP COM	212,777.20	225,840 00
12,000.00	GENUINE PARTS CO COM	489,554.00	762,960.00
200.00	GOOGLE INC CL A CL A	120,151 52	141,874 00
599.00	GOOGLE INC CL A CL A	305,292 19	424,912.63
1,060 00	GRAINGER W W INC COM	108,740 93	214,512 20
5,000.00	HESS CORP COM STK	270,356.41	264,800.00
3,700 00	INGERSOLL-RAND PLC COM STK	171,381 09	177,452.00
13,000.00	INTEL CORP COM	284,548 00	268,190 00
32,900.00	INTEL CORP COM	555,489 53	678,727 00
500.00	INTERNATIONAL BUSINESS MACHS CORP COM	58,667.13	95,775 00
1,500 00	INTERNATIONAL BUSINESS MACHS CORP COM	304,602.51	287,325.00
2,500 00	INTL PAPER CO COM	77,522.95	99,600.00
448.00	INTUITIVE SURGICAL INC COM NEW STK	205,188.48	219,685.76
11,420 00	JOHNSON & JOHNSON COM USD1	757,931.48	800,542 00
18,050 00	JPMORGAN CHASE & CO COM	765,237.15	793,658.50
1,000.00	JPMORGAN CHASE & CO COM	39,538.55	43,970 00

4,000.00	JPMORGAN CHASE & CO COM	168,420.00	175,880.00
12,425.00	KIMBERLY-CLARK CORP COM	725,556.92	1,049,042.75
4,500.00	KRAFT FOODS GROUP INC COM	207,176.55	204,615.00
17,500.00	KROGER CO COM	380,499.55	455,350.00
3,150.00	KS CY SOUTHN	251,419.98	262,962.00
750.00	LINKEDIN CORP CL A	75,446.18	86,115.00
21,190.00	LNB Bancorp	301,497.00	125,021.00
8,350.00	LOWES COS INC COM	239,689.98	296,592.00
9,405.00	M & T BK CORP COM	698,073.69	926,110.35
820.00	MASTERCARD INC CL A	266,548.85	402,849.60
14,300.00	MATTEL INC COM	472,174.86	523,666.00
8,285.00	MC DONALDS CORP COM	552,753.18	730,819.85
5,000.00	MEDTRONIC INC COM	217,279.00	205,100.00
22,525.00	MERCK & CO INC NEW COM	670,663.94	922,173.50
4,000.00	MERCK & CO INC NEW COM	183,288.15	163,760.00
2,500.00	METLIFE INC COM	86,476.80	82,350.00
18,725.00	MICROSOFT CORP COM	456,592.39	500,519.25
12,500.00	MICROSOFT CORP COM	312,489.00	334,125.00
8,000.00	MONDELEZ INTL INC COM	215,789.40	203,760.00
3,000.00	MOSAIC CO/THE	183,867.63	169,890.00
10,000.00	MYLAN INC	171,138.55	274,800.00
9,825.00	NABORS INDUSTRIES COM USD0.10	300,322.28	141,971.25
3,950.00	NATIONAL OILWELL VARCO COM STK	286,367.07	269,982.50
2,500.00	NEWMONT MINING CORP NEW COM	107,234.20	116,100.00
6,350.00	NOBLE CORPORATION (SWITZERLAND) COM USD0 10	274,542.88	221,107.00
4,000.00	NORFOLK SOUTHN CORP COM	263,464.90	247,360.00
11,300.00	NORFOLK SOUTHN CORP COM	688,550.81	698,792.00
1,000.00	OCCIDENTAL PETROLEUM CORP	76,632.30	76,610.00
6,000.00	OMNICARE INC COM	171,902.33	216,600.00
1,000.00	ORACLE CORP COM	31,844.80	33,320.00
6,000.00	ORACLE CORP COM	186,964.00	199,920.00
750.00	PARTNERRE HLDG LTD COM STK	59,743.50	60,367.50
3,400.00	PATTERSON COS INC COM	94,261.26	116,382.00
8,925.00	PEPSICO INC COM	581,694.93	610,737.75
4,000.00	PEPSICO INC COM	282,112.95	273,720.00
6,700.00	PEPSICO INC COM	331,150.18	458,481.00
11,950.00	PFIZER INC COM	179,624.00	299,706.00
14,000.00	PFIZER INC COM	221,248.94	351,120.00
3,955.00	POLARIS INDS INC COM	213,879.54	332,813.25
7,300.00	PPG IND INC COM	317,434.66	988,055.00
7,000.00	PROCTER & GAMBLE COM NPV	359,107.00	475,230.00
16,400.00	PULTE GROUP INC	253,010.30	297,824.00
1,000.00	RALPH LAUREN CORP CL A CL A	139,493.10	149,920.00
2,350.00	ROPER INDS INC NEW COM	132,717.99	261,978.00
27,500.00	SAIC INC COM STK USD0 0001	422,881.09	311,300.00
1,300.00	SALESFORCE COM INC COM STK	200,259.23	218,530.00
3,350.00	SCHLUMBERGER LTD COM COM	291,489.53	232,121.50
3,140.00	SCHLUMBERGER LTD COM COM	226,652.80	217,570.60
1,500.00	STATE STR CORP COM	62,941.10	70,515.00
4,500.00	STRYKER CORP	243,341.15	246,690.00
5,000.00	SYSCO CORP COM	151,668.50	158,300.00
3,250.00	T ROWE PRICE GROUP INC	168,830.32	211,672.50
5,000.00	TARGET CORP COM STK	315,544.50	295,850.00
2,000.00	TRAVELERS COS INC COM STK	96,768.12	143,640.00
1,900.00	UNION PAC CORP COM	234,298.31	238,868.00
6,485.00	UNITED PARCEL SVC INC CL B	409,201.55	478,139.05
6,000.00	US BANCORP	203,424.50	191,640.00
4,630.00	V F CORP COM	333,152.11	698,991.10
4,000.00	VERIZON COMMUNICATIONS COM	171,524.00	173,080.00
11,875.00	VERIZON COMMUNICATIONS COM	329,301.62	513,831.25
2,365.00	VISA INC COM CL A STK	304,887.62	358,486.70

3,000.00	WAL-MART STORES INC COM	152,834.64	204,690.00
10,600.00	WALGREEN CO COM	323,312.72	392,306.00
6,000.00	WALGREEN CO COM	216,070.00	222,060.00
20,755.00	WASTE MGMT INC DEL COM STK	687,752.30	700,273.70
13,625.00	WEATHERFORD INTL LTD	290,212.50	152,463.75
6,000.00	WELLS FARGO & CO NEW COM STK	203,115.30	205,080.00
6,800.00	WELLS FARGO & CO NEW COM STK	231,274.12	232,424.00
4,050.00	WHOLE FOODS MKT INC COM	249,451.67	369,886.50
1,550.00	WORKDAY INC CL A COM USD0 001	80,118.73	84,475.00
		<u>49,870,045.89</u>	<u>65,992,199.89</u>

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Statement 12 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Money Market Funds	\$ 14,578,682	\$ 17,555,840	Cost	\$ 17,555,840
Mutual Funds	2,443,577	2,443,577	Cost	2,377,414
Exchange Traded Funds	4,321,227	24,246,675	Cost	25,968,267
Closely Held Securities	1,413,725	740,600	Cost	1,047,732
Private Equity Fund	7,077,885	6,615,654	Cost	8,419,111
Limited Partnership	1,456,473	1,054,383	Cost	1,089,655
Total	\$ 31,291,569	\$ 52,656,729		\$ 56,458,019

Statement 13 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Computers	\$ 11,187	\$ 216,431	\$ 177,975	\$ 38,457
Furniture	164,450	353,132	219,332	133,800
Buildings and Improvements	2,610,890	3,159,815	635,578	2,524,237
Landscaping	54,718	82,910	33,757	49,153
Baldwin House	259,303	292,434	41,287	251,147
Land	233,024	233,024		233,024
Total	\$ 3,333,572	\$ 4,337,746	\$ 1,107,929	\$ 3,229,818

Federal Statements**Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
Book Tax Difference in Grants Paid	\$ 1,468,218
Book Tax Difference NEO Capital Fund	3,727
Book Tax Difference Avista I	75,349
Total	<u>\$ 1,547,294</u>

Statement 15 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Book Tax Difference Avista II	\$ 1,127
Book Tax Difference GMO	96,178
Total	<u>\$ 97,305</u>

Statement 16 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation

Description

Ohio does not require an actual copy of 990-PF, it requires a separate on-line registration filing and filing fee.

The Burton D. Morgan Foundation
34-6598971
2012 990-PF

Attachment to Form 990-PF Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to the IRC Regulation § 53.4945-5(d)(2), The Burton D. Morgan Foundation provides the following information:

- (i) Grantee: BioEnterprise Corporation
As fiscal sponsor for TiE Ohio
11000 Cedar Avenue; Suite 100
Cleveland, OH 44106
- (ii) Amount of Grant: February 2, 2012 - \$10,000
- (iii) Purpose of Grant: To conduct a Northeast Ohio pilot of the TYE regional business plan competition for high school students. TiE (The International Entrepreneurs) Ohio provides focused support to entrepreneurs through mentoring, networking and business education programming.
- (iv) & (vi) Reports: BioEnterprise Corporation submitted a full and complete report on June 4, 2013 including a narrative and financial report from TiE Ohio. The report indicated that all the funds were used for the stated purpose.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

The Burton D. Morgan Foundation
34-6598971
2012 990-PF

Attachment to Form 990-PF Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to the IRC Regulation § 53.4945-5(d)(2), The Burton D. Morgan Foundation provides the following information:

- (i) Grantee: Hudson Presbyterian Church
As fiscal sponsor for Wesley Methodist Church
201 W. Streetsboro Road
Hudson, OH 44236
- (ii) Amount of Grant: April 24, 2006 - \$5,000 and May 15, 2007 - \$5,000 to
Hudson Presbyterian Church for the benefit of Wesley
Methodist Church in Tarpum Bay, Eleuthera, Bahamas.
- (iii) Purpose of Grant: As part of the Mission Outreach of Wesley Methodist
Church, the grant supported the college scholarship program
for students graduating from Preston D. Albury High School
in the Bahamas.
- (iv) & (vi) Reports: Hudson Presbyterian Church submitted a report on May 6,
2008, including a narrative and financial report from Wesley
Methodist Church dated April 14, 2008. Additional reports
were received on June 19, 2009, March 30, 2010, April 14,
2011, May 24, 2012 and May 13, 2013 from Hudson
Presbyterian Church, including updated reports from Wesley
Methodist Church on the expenditure of the funds. The
reports reflected that the grant dollars spent to date were
used exclusively for educational (scholarship) purposes.
- (v) Diversions: To the knowledge of the grantor, no funds have been
diverted to any activity other than the activity for which the
grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or
reliability of the report from the grantee; therefore, no
independent verification of the report was made.

The Burton D. Morgan Foundation
34-6598971
2012 990-PF

Attachment to Form 990-PF Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to the IRC Regulation § 53.4945-5(d)(2), The Burton D. Morgan Foundation provides the following information:

- (i) Grantee: JumpStart, Inc.
As fiscal sponsor for LaunchTown
6701 Carnegie Avenue
Cleveland, OH 44103
- (ii) Amount of Grant: August 29, 2012 - \$10,000
- (iii) Purpose of Grant: For the 2013 LaunchTown business idea competition. LaunchTown is an all volunteer organization whose mission is to create an enhanced awareness of the importance and potential of robust entrepreneurial activity, and to celebrate the extraordinary creative talent already in Northeast Ohio. With the support of LaunchTown's "Idea Competition" and our connections to professional, technological and financial collaborators, we hope this entrepreneurial activity will lead to new business creation.
- (iv) & (vi) Reports: Jumpstart, Inc. submitted a full and complete report on October 30, 2013 including a narrative and financial report from LaunchTown. The report indicated that all the funds were used for the stated purpose.
- (v) Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

The Burton D. Morgan Foundation
34-6598971
2012 990-PF

Attachment to Form 990-PF Part VII-B, Question 5c on page 6

Expenditure Responsibility Statement
For the Year 2012

Pursuant to the IRC Regulation § 53.4945-5(d)(2), The Burton D. Morgan Foundation provides the following information:

- (i) Grantee: JumpStart, Inc.
As fiscal sponsor for National Association of Seed and
Venture Funds
6701 Carnegie Avenue
Cleveland, OH 44103
- (ii) Amount of Grant: April 13, 2012 - \$10,000
- (iii) Purpose of Grant: For the National Association of Seed and Venture Funds
(NASVF) 2012 Conference, "Innovation Capital: Seeding
Tomorrow's Opportunities" held in Cleveland, Ohio on
October 15 – 17, 2012. The conference will cover topics
related to industry trends and best practices in innovation
capital. The goal of the conference is to exchange best
strategies and tools for building and managing strategic
investment programs and institutions to promote economic
development and new business creation.
- (iv) & (vi) Reports: Jumpstart, Inc. submitted a full and complete report on
December 21, 2012 including a narrative and financial
report from NASVF. The report indicated that all the funds
were used for the stated purpose.
- (v) Diversions: To the knowledge of the grantor, no funds have been
diverted to any activity other than the activity for which the
grant was originally made.
- (vii) Verification: The grantor has no reason to doubt the accuracy or
reliability of the report from the grantee; therefore, no
independent verification of the report was made.

Federal Statements

Statement 17 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Deborah D. Hoover 22 Aurora St. Hudson OH 44236	Pres/CEO	50.00	252,943	22,836	0
Denise M. Griggs 22 Aurora St. Hudson OH 44236	C.F.O.	40.00	136,725	13,856	0
Keith A. Brown 22 Aurora St. Hudson OH 44236	Trustee	2.00	15,000	0	0
J. Martin Erbaugh 22 Aurora St. Hudson OH 44236	Vice Pres.	2.00	15,000	0	0
Stanley C. Gault 22 Aurora St. Hudson OH 44236	Trustee	2.00	15,000	0	0
J. Michael Hochschwender 22 Aurora Street Hudson OH 44236	Trustee	2.00	0	0	0
Richard N. Seaman 22 Aurora St. Hudson OH 44236	Asst. Sec &	2.00	15,000	0	0
Mark D. Robeson 22 Aurora St. Hudson OH 44236	Trustee	2.00	15,000	0	0
Patrick T. Finley 22 Aurora Street Hudson OH 44236	Trustee	2.00	0	0	0

Statement 18 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

The Foundation has contracted with a consultant to provide technical assistance to four higher education institutions with implementing and maintaining their Blackstone LaunchPad programs as part of a collaborative grant made with the Blackstone Charitable Foundation. The consultant will assist with location preparation, website development, training and certification. Additionally, the Foundation staff facilitate and coordinate the program in Northeast Ohio.

Statement 19 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities

Description

The Foundation produces and distributes a general e-newsletter conveying information related to the Foundation and entrepreneurship grantmaking several times a year. The Foundation also publishes and distributes e-newsletters specifically related to Northeast Ohio collegiate and youth entrepreneurship programs.

Statement 20 - Form 990-PF, Part IX-A, Line 3 - Summary of Direct Charitable Activities

Description

The Foundation convenes grantees by sponsoring various meetings and forums to promote collaboration and dissemination of entrepreneurial ideas and initiatives. In 2012 the Foundation co-sponsored an entrepreneurship workshop conducted by a professor from Babson College.

Statement 21 - Form 990-PF, Part IX-A, Line 4 - Summary of Direct Charitable Activities

Description

The Foundation assists five Northeast Ohio colleges with engaging students, faculty and administration in spreading entrepreneurship across their campuses both in and out of the classroom by providing assessment and consultation services along with grant dollars.

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

See attached on-line application procedures

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

See attached submission deadlines

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

See attached eligibility requirements

The Burton D. Morgan Foundation 34-6598971
Form 990-PF for the Year Ended December 31, 2012

Part XV – Line 2a and 2b

Application Procedures – All Letters of Inquiry and Applications must be received on-line at www.bdmorganfdn.org.

Step 1: Do We Qualify?

Review the section on 'Do We Qualify?' to determine whether your organization and the particular programs or projects for which you are seeking funding qualify for a grant.

Step 2: Letter of Inquiry

Before being invited to submit a full proposal, prospective applicants must first complete an eligibility checklist and then submit a Letter of Inquiry. Click on the link to begin the online process. Please be aware of the Foundation's Inquiry deadlines. The inquiry requires the following information:

- A brief description of the project or program for which funding will be requested
- The amount of the request
- The applicant's Employer Identification Number (EIN)
- A brief account of the applicant's history and mission
- A brief description of the applicant's current programs

If you are unable to submit the Letter of Inquiry using the online process, please contact the Grants Manager, at (330) 655-1369 or grantsmanager@bdmorganfdn.org. If you have questions about your organization's eligibility for a grant from the Foundation, please contact Leslie Goldwater Nelson, Senior Program Officer, at (330) 655-7929 or lnelson@bdmorganfdn.org.

Step 3: Full Grant Application

If your Letter of Inquiry is approved, you will be invited to submit a full Grant Application. To access the online Grant Application, click on the same link you used for the Letter of Inquiry (above). Once you have logged in, follow the instructions for 'Submitting an Application.'

For your convenience, we have created a checklist of all the necessary information you will need before accessing the online Grant Application. Please see the list on our Web-site www.bdmorganfdn.org.

Applicants must also complete a Grant Objectives Chart. The blank copy of the Grant Objectives Chart should be downloaded, completed, and saved to your computer. On the final page of the online Grant Application, you will be given directions to retrieve and upload your saved Grant Objectives Chart.

Part XV – Line 2c

Proposals must be submitted to the Foundation by 5:00 p.m. according to the posted deadline schedule below. The Trustees meet three times each year during January, June and September to consider requests. Organizations may submit only one grant proposal in any calendar year.

<i>Meeting</i>	<i>Deadline for Letter of Inquiry</i>	<i>Deadline for Full Proposal</i>
January/February	September 1	October 1
June	February 1	March 1
September	May 1	June 1

Part XV – Line 2d

Eligible organizations

Grants are made only to organizations recognized as public charities under Internal Revenue Code section 501(c)(3). The Foundation does not ordinarily consider grants to annual fund drives, to units of government, or to organizations or institutions that are primarily tax-supported, including state universities. The Foundation no longer accepts grant applications from arts or social service organizations or programs, except those based in Hudson, Ohio.

Program and project focus

With a primary mission to advance our nation's system of free enterprise, the Foundation seeks to support:

- Educational programs and projects at the adult, collegiate, and youth levels that are designed to build competencies in entrepreneurship, free enterprise, and innovation;
- Nonprofit organizations and programs that directly assist entrepreneurs in business planning, start-up and acceleration, and access to capital; and
- Selected initiatives aimed at rejuvenating economic competitiveness within Northeast Ohio.

Secondarily, the Foundation also awards non-entrepreneurship-related grants to qualifying nonprofit organizations that are located in or serve residents of Hudson and Northeast Ohio.

Geographic focus

The Foundation's geographic focus complements our program and project focus by targeting (1) entrepreneurship-related programs in Summit County, Ohio, and surrounding counties, known collectively as the Northeast Ohio region, and (2) Hudson, Ohio-based nonprofit organizations.

Any questions about eligibility should be referred to Leslie Nelson, Senior Program Officer, at (330) 655-7929 or lnelson@bdmorganfdn.org.

The Burton D. Morgan Foundation 34-6598971
Form 990-PF, Part XV - Line 3a - Grants Paid During the Current Year
For the Year Ended December 31, 2012

Grantee	Relation- ship	Fdn Status	Purpose	Amount
Junior Achievement of Greater Cleveland 1422 Euclid Ave, Suite 952, Cleveland, OH 44115	N/A	Non	For middle school programs high school programs and the Student Company Program Challenge in 2012-2013	45,500 00
Consortium for Entrepreneurship Education 1601 W Fifth Ave #199; Columbus, OH 43212	N/A	Non	For annual conference planning and promotion and for up to 22 Northeast Ohio teachers to attend the 2012 FORUM	15,000 00
" "	N/A	Non	For annual support of the Youth Entrepreneurship Alliance (YEA) in 2012-13	5,000 00
Emmanuel Christian Academy 1650 Diagonal Road; Akron, OH 44320	N/A	Non	For a summer 2012 entrepreneurship camp	13,130 00
Entrepreneurial Engagement Ohio P.O. Box 470563; Cleveland, OH 44147-0563	N/A	Non	For 2011-2012 support of the SEE Economics & Entrepreneurship classroom program and the Science & Technology Forum	25,000 00
" "	N/A	Non	For the SEE Economics & Entrepreneurship classroom program and the S&T Forum in Northeast Ohio, in 2012-13	25,000 00
Foundation for Teaching Economics 260 Russell Blvd., Ste. B, Davis, CA 95616	N/A	Non	For one Economics for Leaders program on a Northeast Ohio college campus in summer 2012	44,000 00
Friends of Breakthrough Schools 3615 Superior Ave., Ste. 3103A; Cleveland, OH 44114	N/A	Non	For entrepreneurship programming for 8th graders during 2012-13 school year	5,000 00
" "	N/A	Non	To support the entrepreneurship academic program for sixth, seventh, and eighth graders at Cleveland Entrepreneurship Preparatory School in the 2011-2012 school year	28,200 00
Gilmour Academy 34001 Cedar Road; Gates Mills, OH 44040	N/A	Non	For entrepreneurship programming for students	5,000 00
Great Trail Council Boy Scouts of America P.O. Box 68. Akron, OH 44301	N/A	Non	For the Entrepreneurship Ment Badge program in 2012	10,000 00
Hudson Montessori School 7545 Darrow Road; Hudson, OH 44236	N/A	Non	Up to \$3 200 to refurbish an existing shed as retail space for the school's microeconomy program	3,145 00
Invent Now, Inc. 3701 Highland Park NW; North Canton, OH 44720	N/A	Non	To provide three Camp Invention sites in 2012 two in Akron Public Schools and one in Wooster Public Schools, impacting as many as 330 children and 42 teachers and counselors	75,500 00
Junior Achievement of East Central Ohio 4353 Executive Circle NW; Canton, OH 44718	N/A	Non	For entrepreneurship-focused programming in 2012-13	27,000 00
" "	N/A	Non	To support "JA Youth Entrepreneur Connection" programs for students in grades 8-12 in the 2011-2012 academic year	5,000 00
Junior Achievement of Mahoning Valley, Inc 1601 Motor Inn Drive #305; Girard, OH 44420	N/A	Non	For elementary, middle, and high school programs in the 2012-2013 school year serving students in Mahoning, Trumbull, Columbiana, and Ashtabula counties	25,000 00

Junior Achievement of North Central Ohio 1563 Firestone Pkwy., Akron, OH 44319		N/A	Non	For classroom programs in 2012-2013 for students in grades K-12 in eight Northeast Ohio counties within the Foundation's grant-making area	40,000 00
" "		N/A	Non	To support classroom programs in 2011-2012 for students in grades K-12 in eight Northeast Ohio counties within the Foundation's grant-making area (\$75,000) and for one-time support of relocation-related expenses (\$5,000)	35,000 00
Learning About Business, Inc 391 W.Washington Street, Painesville, OH 44077		N/A	Non	For the 2012 LAB summer program	10,000 00
Prepared 4 Life 1800 West Loop South, Ste 1875; Houston, TX 77027		N/A	Non	Underwriting for the license fee for 2013 Lemonade Day Northeast Ohio (University School is the licensee for 2013 Lemonade Day Northeast Ohio)	10,000 00
TiE Ohio 1163 East 40th Street, Suite 201; Cleveland, OH 44114		N/A	Non	To conduct a Northeast Ohio pilot of the TYE regional business competition for high school students	10,000 00
University School 2785 SOM Center Road; Huntington Valley, OH 44022		N/A	Non	For 2012-13 Entrepreneur Institute and outreach programs, support of the EI director's regional leadership activities, and associated administrative help	26,500 00
" "		N/A	Non	For the Entrepreneur Institute and outreach programs, support of the EI director's regional leadership activities, and associated administrative help	20,000 00
" "		N/A	Non	For the Entrepreneur Institute to lead and coordinate 2013 Lemonade Day Northeast Ohio	20,000.00
Wooster City Schools 144 North Market Street, Wooster, OH 44691		N/A	Non	For the 2012 Youth Entrepreneurship Summer Academy, serving 20-25 high school students	10,000 00
Austen BioInnovation Institute in Akron 47 N Main St.; Akron, OH 44308		N/A	Non	To support internships for graduate-level students to assist with assessment, development, and commercialization of novel biomedical technologies in 2012-13	25,000 00
Baldwin Wallace University 275 Eastland Road, Berea, OH 44017-2088		N/A	Non	For the Blackstone LaunchPad initiative which The Burton D Morgan Foundation and the Blackstone Charitable Foundation are conducting in association with the University of Miami	92,084 00
" "		N/A	Non	For the Northeast Ohio Collegiate Entrepreneurship Program	80,000 00
Case Western Reserve University 10900 Euclid Avenue; Cleveland, OH 44106		N/A	Non	For the Blackstone LaunchPad initiative which The Burton D Morgan Foundation and the Blackstone Charitable Foundation are conducting in association with the University of Miami	116,350 00
The College of Wooster 1189 Beall Avenue		N/A	Non	For the Northeast Ohio Collegiate Entrepreneurship Program	66,809 00
Entrepreneurship Education Consortium, Inc. 401 College Ave ; Ashland, OH 44805		N/A	Non	For support of 2012 Entrepreneurship Immersion Week and 2012 IdeaLabs	80,000 00
Hiram College PO Box 67, Hiram, OH 44234-0067		N/A	Non	For the Northeast Ohio Collegiate Entrepreneurship Program	38,275 00
" "		N/A	Non	To construct, furnish and equip the Burton D Morgan Entrepreneurship Center within a dormitory to create a residential learning community for entrepreneurship students	325,000 00
John Carroll University 20700 North Park Blvd ; University Heights, OH 44118		N/A	Non	To develop and embed academic units on entrepreneurship and creativity within ten existing courses in the College of Arts and Sciences	42,350 00

Kent State University Foundation P.O. Box 5190; Kent, OH 44202	N/A	Non	For the Blackstone LaunchPad initiative which The Burton D. Morgan Foundation and the Blackstone Charitable Foundation are conducting in association with the University of Miami	107,675 00
" "	N/A	Non	For the Burton D. Morgan Technology Endowment	4,000 00
Kenyon College College Relations Center; Gambier, OH 44302-9623	N/A	Non	To support activities of the Innovation Greenhouse entrepreneurship program in the 2011-2012 academic year	20,400 00
Lake Erie College 391 W. Washington St.; Painesville, OH 44077	N/A	Non	For the Northeast Ohio Collegiate Entrepreneurship Program	38,128 00
Lorain County Community College Foundation 1005 Abbe Road North, Elyria, OH 44035-1691	N/A	Non	For the Blackstone LaunchPad initiative which The Burton D. Morgan Foundation and the Blackstone Charitable Foundation are conducting in association with the University of Miami	103,625 00
Northeast Ohio Council on Higher Education 1422 Euclid Avenue Suite 840; Cleveland, OH 44115	N/A	Non	To support the organization's Entrepreneurial Internship Program	40,000 00
Northeast Ohio Technology Coalition 737 Bolivar Road, Cleveland, OH 44115	N/A	Non	Toward prize money for the Ohio Clean Energy Student Business Plan Challenge for college students, to be held in January 2013	5,000 00
Oberlin College 70 N. Professor Street; Oberlin, OH 44074	N/A	Non	For the Northeast Ohio Collegiate Entrepreneurship Program	47,374 00
Purdue University 1201 W. State St ; West Lafayette, IN 47907	N/A	Non	For up to \$150,000 to support the Burton D. Morgan Interns program for a total of 30 summer interns at Northeast Ohio start-ups in 2012 and 2013	75,000 00
The Entrepreneurs EDGE 6801 Brecksville Road, #160; Independence, OH 44131	N/A	Non	To support student stipends for the 2012 EDGE Fellows Summer Internship Program	50,000 00
University of Miami P.O. Box 248033. Miami, FL 33124-4628	N/A	Non	For the Northeast Ohio Blackstone LaunchPad Program	122,500 00
University of Mount Union 1972 Clark Avenue; Alliance, OH 44601	N/A	Non	For a faculty development conference to be hosted at the University of Mount Union and for the elevator pitch contest	10,000.00
Akron Community Service Center and Urban League 440 Vernon Odom Blvd.; Akron, OH 44307	N/A	Non	For the Partnership for the Minority Business Accelerator (PMBA) IV program	20,000 00
Akron SCORE Chapter 81 175 S. Main St., Ste. 204, Akron OH 44308	N/A	Non	For up to \$20,000 for administrative expenses	20,000 00
BioEnterprise Corporation 175 S. Main St., Ste. 204, Cleveland, OH 44106	N/A	Non	For the Business Development and Entrepreneurial Assistance Program (\$110,000) and the Business Associates internship program (\$40,000) in FY13	75,000 00
" "	N/A	Non	For the Business Development and Entrepreneurial Assistance Program (\$150,000) and the Business Associates internship program (\$50,000) in FY12	100,000 00
" "	N/A	Non	To help sponsor the Minority Biomedical Entrepreneurship Conference to be held in May 2012	1,000 00
Canton Regional SCORE 6000 Frank Avenue; North Canton, OH 44720	N/A	Non	For support of workshops for small businesses in FY13	5,000 00

Fund for Our Economic Future of Northeast Ohio 1360 E. Ninth St ; Cleveland, OH 44114	N/A	Non	For the three-year, Phase 3 of The Fund for Our Economic Future's regional economic development and entrepreneurship support programs	50,000 00
Hudson Library & Historical Society 96 Library Street; Hudson, OH 44236	N/A	Non	For business collection development and entrepreneurship programs through June 2012, and for a new camera for streaming video	15,000 00
" "	N/A	Non	For new business and entrepreneurship books for the Center for Entrepreneurship Research to commemorate Mr Morgan's life	250 00
Ideastream 1375 Euclid Avenue; Cleveland, OH 44115	N/A	Non	For 26 weeks of CEO GLOBAL FORESIGHT on WVIZ TV, to pilot an educational program for the series, and to sponsor Nightly Business Report in FY13	40,000 00
JumpStart, Inc 6701 Carnegie Ave., Ste 100; Cleveland, OH 44103	N/A	Non	For a \$1-for-\$1 challenge grant for unrestricted support	750,000 00
Manufacturing Advocacy & Growth Network 1768 E. 25th St., Cleveland, OH 44114	N/A	Non	For furnishings and minor miscellaneous refurbishment of the Resource Room at The Incubator at MAGNET	10,000 00
National Association of Seed and Venture Funds 445 E. Abington Ave ; Philadelphia, PA 19118-2906	N/A	Non	For Silver-level sponsorship of the 2012 NASVF Conference, "Innovation Capital Seeding Tomorrow's Opportunities," to be held in Cleveland on October 15-17, 2012	10,000 00
Northeast Ohio Technology Coalition 737 Bolivar Road; Cleveland, OH 44115	N/A	Non	Toward development of the FlexMatters Prototyping Network	50,000 00
University of Akron Research Foundation Goodyear Polymer Center, Ste. 312, Akron, OH 44325-2103	N/A	Non	For Bronze Sponsorship of the 2012 National Council of Entrepreneurial Technology Transfer (NCET2) annual conference in Washington, DC	2,000 00
Youngstown Edison Incubator Corporation 241 Federal Plaza West, Youngstown, OH 44503	N/A	Non	To furnish and equip space newly designated for co-working, collaboration, and innovation at the Youngstown Business Incubator, tentatively named the JAVA Lab	10,000 00
City of Hudson 115 Executive Parkway, Hudson, OH 44236	N/A	Non	For the production of 'A Good Day in Hudson' cablecast on HCTV	1,200 00
Everest Soccer Club Boosters, Inc. P.O. Box 527, Hudson, OH 44236	N/A	Non	For Local Leader Sponsorship of the 2012 Hudson Friendship Cup soccer tournament	250 00
First Congregational Church of Hudson 47 Aurora Street, Hudson, OH 44236	N/A	Non	For 2012 operating support	30,000 00
Hudson Bandstand, Inc P.O. Box 892, Hudson, OH 44236	N/A	Non	For the 2012 Hudson Summer Music Festival on the Hudson Green	2,000 00
Hudson City School District 2400 Hudson-Aurora Road; Hudson, OH 44236	N/A	Non	To bring the Earth Balloon to Ellsworth Hill Elementary during the 2011-12 school year	1,500 00
Hudson Community First P O. Box 515; Hudson, OH 44236	N/A	Non	For the Career Panel/Intern for a Day program for the 2012-2013 school year	10,000 00
Hudson Community Foundation 49 E. Main Street; Hudson, OH 44236	N/A	Non	For "Luminary" sponsorship of Hudson's July 2012 fireworks display For marketing of the 2012 Taste of Hudson event	5,000 00 3,000 00

Hudson Community Service Association P.O. Box 1472; Hudson, OH 44236	N/A	Non	For the 2012 Holiday Lighting Program in Hudson	400 00
" "	N/A	Non	For the Helping Hands Assistance Fund for support of local families in need in Hudson and within the city's school district as determined by HCSEA's usual screening process	8,000 00
Hudson Heritage Association P.O. Box 2218, Hudson OH 44236	N/A	Non	For a 2012 Preservationist membership	250 00
Hudson Job Search 7666 Hudson Park Drive; Hudson, OH 44236	N/A	Non	For Pradco assessments, Five O Clock Club workbooks, client guides, and operating expenses	9,000 00
Hudson Rotary Foundation, Inc. P O. Box 323; Hudson, OH 44236	N/A	Non	To benefit the Hudson High School Scholarship Fund supported by the Rotary's annual auction	1,000 00
Music from the Western Reserve P.O. Box 998; Hudson, OH 44236	N/A	Non	For concert sponsorship, concert production expenses, and general operating support for the 30th anniversary season	5,000 00
Seton Catholic School 6923 Stow Road; Hudson, OH 44236	N/A	Non	Philanthropy Program with Laurel Lake Retirement Community	2,500 00
Western Reserve Academy 115 College Street, Hudson, OH 44236	N/A	Non	To fund the Burton D. Morgan Leadership Program in the 2012-2013 and 2013-2014 academic years	58,000 00
Association of Fundraising Professionals North Central Ohio Chapter P.O. Box 536; Cuyahoga Falls, OH 44222	N/A	Non	Support for National Philanthropy Day	150 00
Grants Managers Network 1666 K St., NW; Washington, DC 20006	N/A	Non	Operating support in 2012	1,000 00
Leadership Akron 54 E. Mill St., Ste. 201, Akron, OH 44308	N/A	Non	For the Philanthropy Project	10,000 00
Philanthropy Ohio 37 West Broad Street; Columbus, OH 43215	N/A	Non	For operating support in 2012	7,245 00
" "	N/A	Non	In honor of George Espy's retirement	1,000 00
" "	N/A	Non	To help sponsor the 2012 annual conference, "Ohio Philanthropy Forward '12"	2,500 00
The Foundation Center 1422 Euclid Avenue, Suite 1600; Cleveland, OH 44115	N/A	Non	For 2012 services and programs (\$3,000) and for one-time support of the development of a new class on revenue planning for business development in nonprofits (\$2,000)	5,000 00
Access Inc. 230 West Market Street, Akron, OH 44303	N/A	Non	Holiday grant toward the renovation of the staircase	3,000 00
American Red Cross of Summit and Portage Counties 501 West Market Street, Akron, OH 44303	N/A	Non	For the Local Disaster Relief Fund in FY2012	25,000 00
Business Volunteers Unlimited 1300 E. Ninth Street, Ste. 1805; Cleveland, OH 44114	N/A	Non	To help defray technology-related costs resulting from the merger of Business Volunteers Unlimited with Akron-based Center for Nonprofit Excellence	20,000 00
Conservancy for Cuyahoga Valley National Park 1403 West Hines Hill Rd.; Peninsula, OH 44264	N/A	Non	For capital costs to renovate the Conservancy for Cuyahoga Valley National Park's new retail space in Peninsula	5,000 00
East Union Lutheran Church 7063 E. Lincoln Way, Wooster, OH 44691	N/A	Non	For the building fund in memory of Gladys Franks	1,000 00
Family and Community Services Inc. 705 Oakwood St.; Ravenna, OH 44266	N/A	Non	To build and equip the Concierge Office in Valor Home, a transitional housing facility for homeless veterans in Summit County	7,000 00
First Congregational Church of Hudson 47 Aurora Street; Hudson, OH 44236	N/A	Non	In memory of Mary Ann Winders	250 00

Flashes of Hope 6009 Landerhaven Dr., Cleveland, OH 44124	N/A	Non	For 60 photo sessions of pediatric cancer patients at Akron Children's Hospital	1,500 00
Magical Theatre Company P.O. Box 386; Barberton, OH 44203-0386	N/A	Non	To upgrade Magical Theatre Company's lighting system	5,000 00
Mobile Meals, Inc 1063 S Broadway St.; Akron, OH 44311	N/A	Non	Toward the purchase of a Ford Transit Connect specially outfitted to carry hot and frozen meals	28,500 00
National Multiple Sclerosis Society 651 G Lakeview Plaza Blvd.; Worthington, OH 43085	N/A	Non	In Memory of Dave Ashmore	100 00
Project Hospitality 100 Park Avenue; Staten Island, NY 10302	N/A	Non	For Staten Island Hurricane Relief Fund	10,000 00
Project LEARN of Summit County 60 S. High St.; Akron, OH 44326	N/A	Non	In honor of Denise Griggs as recipient of the organization's 2012 Literacy Leadership Award	250 00
Tallmadge Lutheran Church 759 East Avenue, Tallmadge, OH 44278	N/A	Non	In memory of Charles E. Kellar	250 00
Akron Art Museum One South High; Akron, OH 44308	N/A	Non	For the "Draw Me A Story" exhibition and related programming	5,000 00
" "	N/A	Non	Underwriting cost for nonprofit invitees to attend Mitchell Kahan's retirement dinner	2,000 00
Ausbon Sargent Land Preservation Trust PO Box 2040; New London, NH 03257	N/A	Non	For the acquisition of a conservation easement on the Patten field property	5,000 00
First Congregational Church of Hudson 47 Aurora Street, Hudson, OH 44236	N/A	Non	For operating expenses (\$3,000) and the Appalachian Service Project (\$2,000)	5,000 00
Hudson Community Foundation 49 E. Main Street; Hudson, OH 44236	N/A	Non	For the annual fund	1,000 00
JumpStart, Inc. 6701 Carnegie Ave., Ste 100; Cleveland, OH 44103	N/A	Non	For general operating support, which serves as the Foundation's contribution as a member of the 2012 JumpStart Board of Observers	5,000.00
Martin House Restoration Corporation 143 Jewett Parkway; Buffalo, NY 14214	N/A	Non	Capital funding to assist with the restoration of Frank Lloyd Wright's Darwin D. Martin House	5,000 00
Norman Rockwell Museum 9 Glendale Road; Stockbridge, MA 01262	N/A	Non	For the WiFi initiative to install WiFi service to the entire Museum campus	2,500 00
Western Reserve Academy 115 College Street; Hudson, OH 44236	N/A	Non	Support for building renovations	25,000 00
Williams College 75 Park Street; Williamstown, MA 01267	N/A	Non	For the 2012 Alumni Fund	7,500 00
BAYCRAFTERS 28795 Lake Road, Bay Village, OH 44140	N/A	Non	For adult enrichment including visiting artists, workshops, and gallery enhancements	25,000 00
Camping & Education Foundation 3515 Michigan Avenue, Cincinnati, OH 45208	N/A	Non	For support of the capital campaign, Expedition 2016, to advance and preserve "The Kooch-i-ching Way of Camping"	50,000 00
Cardinal Newman High School 50 Ursuline Road; Santa Rosa, CA 95403	N/A	Non	For general operating support	50,000 00
The College of Wooster 1189 Beall Avenue; Wooster, OH 44691	N/A	Non	For the 2012 production of "Guys and Dolls"	10,000 00
" "	N/A	Non	For the Center for Entrepreneurship	15,000 00
" "	N/A	Non	Support for the Center for Entrepreneurship	15,000 00
Denison University P.O. Box 716; Granville, OH 43023	N/A	Non	For the Annual Fund (\$25,000), Organizational Studies program (\$10,000), and Venture Philanthropy Student Organization (\$10,000)	45,000 00

Friends of One Eleuthera 9 Crystal Lake Road Suite 200; Lake In the Hills, IL 60156	N/A	Non	To install flooring for the Eleuthera Arts and Cultural Center, a historical landmark site	15,000 00
Gestalt Institute of Cleveland 1588 Hazel Drive; Cleveland, OH 44106	N/A	Non	For a three-year strategic planning process	19,750 00
" "	N/A	Non	For continued funding for a three-year strategic planning process	9,750 00
" "	N/A	Non	For continued funding of a three-year strategic planning process	26,500 00
Greater Worcester Community Foundation 370 Main St.; Worcester, MA 01608	N/A	Non	For support of local projects	120,000 00
Guatemala Children's Mission 8687 Kelso Drive; Palm Beach Gardens, FL 33418	N/A	Non	For a staff housing project at Agua Viva Children's Home	20,000 00
Hudson Presbyterian Church 201 W. Streetsboro Street, Hudson, OH 44236	N/A	Non	For Vacation Bible School	2,750 00
" "	N/A	Non	General Operating Support	15,000 00
Kent State University Foundation P.O. Box 5190, Kent, OH 44202	N/A	Non	For the John S. Brnzo Society of the Center for Entrepreneurship and Business Innovation (\$15,000 for student-initiated and student-run ventures and \$5,000 to develop and market new programs and collaborations)	20,000 00
Lafayette-Orinda Presbyterian Church 49 Knox Drive, Lafayette, CA 94549	N/A	Non	For General Operating Support	10,000 00
Louisville Nature Center 3745 Illinois Ave.; Louisville, KY 40213	N/A	Non	For fees and transportation costs of nature education programming for children in Jefferson County	25,000 00
Lynn University 3601 N. Military Trail, Boca Raton, FL 33431-5598	N/A	Non	To help finance construction of the university's new tennis complex	20,000 00
Middlesex School P.O. Box 9122; Concord, MA 01742-9122	N/A	Non	For the Class of 1942 Scholarship Fund	33,000 00
Moraga Education Foundation P.O. Box 34; Moraga, CA 94556	N/A	Non	Support for the Moraga School District and Campolindo High School	13,000 00
Moraga Junior Women's Club Inc. P.O. Box 462, Moraga, CA 94556	N/A	Non	General operating support for 2012-2013	2,000 00
The Morton Center 1028 Barret Ave.; Louisville, KY 40204	N/A	Non	For counseling/treatment room and technology upgrades	25,000 00
The Nature Conservancy 6375 Riverside Drive, Ste. 100; Dublin, OH 43017	N/A	Non	General operating support	10,000 00
Nova Southeastern University 3301 College Avenue; Fort Lauderdale, FL 33314	N/A	Non	For the Burton D. Morgan Scholarship Fund	70,000 00
Pepperdine University 24255 Pacific Coast Highway; Malibu, CA 90263	N/A	Non	For the Graziado School Business Plan Competition	10,000 00
Rhythm and Blues Foundation P.O. Box 22438; Philadelphia, PA 19110	N/A	Non	To fund a development effort	2,500 00
Rock and Roll Hall of Fame and Museum 1100 Rock & Roll Blvd., Cleveland, OH 44114-1022	N/A	Non	For the American Music Masters Program	10,000 00
" "	N/A	Non	For the Capital Campaign for the Rock Hall and Induction Week 2012	17,500 00
Saint Monica Catholic Church 1001 Camino Pablo; Moraga, CA 94556	N/A	Non	For support of the basketball program	5,000 00
Sonoma County Museum 425 Seventh St.; Santa Rosa, CA 95401	N/A	Non	For the Museum's Collections Initiative in support of an NEH challenge grant	10,000 00

St. Mary's College of California P.O. Box 4300; Moraga, CA 94575	N/A	Non	For the Men's Basketball Tip-Off Club (\$12,000) and the Men's Soccer Team Fund (\$8,000)	20,000.00
Step Up on Second 1328 Second Street; Santa Monica, CA 90401	N/A	Non	General Operating	25,000.00
United Methodist Church of Wooster 243 N Market St; Wooster, OH 44691	N/A	Non	For a technology upgrade in the church sanctuary	15,000.00
United Way of Wayne and Holmes Counties, Inc. 215 South Walnut Street; Wooster, OH 44691	N/A	Non	For general operating support	10,000.00
Wooster City Schools 144 North Market Street; Wooster, OH 44691	N/A	Non	For professional development	2,000.00
American Cancer Society, East Central Division 525 N Broad St.; Canfield, OH 44406	N/A	Non	For support of the Hudson Relay for Life event	100.00
Joseph C. Monastra Foundation for Pancreatic Cancer Research P.O. Box 182; Canton, CT 06019	N/A	Non	In memory of Michael Rivkin	200.00
National Multiple Sclerosis Society 6155 Rockside Rd.; Independence, OH 44131	N/A	Non	For the 2012 Pedal to the Point	100.00
Project LEARN of Summit County 60 S. High St.; Akron, OH 44326	N/A	Non	For general operating support and in honor of literacy award recipient	350.00
Susan G. Komen 3-Day 205 N. Michigan Avenue; Chicago, IL 60601-5927	N/A	Non	For general operating support	250.00
United Way of Greater Stark County 4825 Higbee Avenue NW; Canton, OH 44718	N/A	Non	2012 Annual Campaign for the community	500.00
Grand Total				<u>4,314,890.00</u>

The Burton D. Morgan Foundation 34-6598971

Form 990-PF, Part XV - Line 3b - Amounts approved for future payment

For the year ended December 31, 2012

Grantee	Relation- ship	Foundation Status	Purpose	Amount
City of Hudson 115 Executive Parkway Hudson, OH 44236	N/A	None	For the construction of the Veteran's Trail in Hudson, OH	\$ 10,000
Hudson City School District 2400 Hudson- Aurora Road Hudson, OH 44236	N/A	None	To bring the Inflatable Globe Earth to Ellsworth Elementary School	\$ 1,500
Hiram College P O Box 67 Hiram, OH 44234	N/A	None	For entrepreneurship-related, co-curricular programming and resources in the 2012-2013 academic year	\$ 40,000
Oberlin College 70 N Professor Street Oberlin, OH 44074	N/A	None	To help support the entrepreneurship-related programs in 2012-2013, specifically, the Creativity Fund and the Creativity and Leadership Fellowships	\$ 40,000
University School 2785 SOM Center Rd Hunting Valley, OH 44022	N/A	None	For the 2012-2013 Entrepreneurship Institute and outreach programs, support of director's activities, and for administrative support	\$ 20,000
Austen BioInnovation Institute in Akron 47 N Main Street Akron, OH 44308	N/A	None	To support internships for graduate-level students to assist with assessment, development and commercialization of novel biomedical technologies in 2012-2013	\$ 25,000
BioEnterprise Corporation 11000 Cedar Avenue Cleveland, OH 44106-3052	N/A	None	To support the Business Development and Entrepreneurial Assistance Program and internship programs in fiscal year 2013	\$ 75,000
Hudson City Schools Foundation P O Box 476 Hudson, OH 44236	N/A	None	For the Home concession stand at the new stadium to be built for the Hudson City Schools	\$ 50,000
Invent Now, Inc 3701 Highland Park NW North Canton, OH 44720	N/A	None	To fund 3 Camp Invention sites in summer 2013, two in Akron Public Schools and one in Wooster City Schools	\$ 75,680
Entrepreneurial Engagement Ohio P O Box 470563 Cleveland, OH 44147-0563	N/A	None	For the SEE Economics & Entrepreneurship classroom program and the Science & Technology Forum in Northeast Ohio in 2012-2013	\$ 20,000
Junior Achievement of North Central Ohio P O Box 26006 Akron, OH 44319	N/A	None	To support classroom programs in 2012-2013 for students in grades K-12 in eight Northeast Ohio counties within the Foundation's grant-making area	\$ 35,000
Foundation for Teaching Economics 260 Russell Boulevard, Suite B Davis, CA 95616	N/A	None	For the Economics for Leaders program on a Northeast Ohio college campus in summer 2013	\$ 44,000
Music from the Western Reserve P O Box 998 Hudson, OH 44236	N/A	None	For concert sponsorship, concert production expenses, and general operating support for the 30th anniversary season	\$ 2,500
University of Miami 1252 Memorial Drive Miami, FL 33124-4628	N/A	None	For the Northeast Ohio Blackstone LaunchPad Program	\$ 82,500
Baldwin Wallace University 275 Eastland Road Berea, OH 44017-2088	N/A	None	For the Northeast Ohio Blackstone LaunchPad Program	\$ 82,334
Case Western Reserve University 10900 Euclid Ave Cleveland, OH 44106-7232	N/A	None	For the Northeast Ohio Blackstone LaunchPad Program	\$ 114,678
Kent State University Foundation P O Box 5190 Kent, OH 44242	N/A	None	For the Northeast Ohio Blackstone LaunchPad Program	\$ 143,962

• Lorain County Community College 1005 Abbe Road North Elyria, OH 44035-1691	N/A	None	For the Northeast Ohio Blackstone LaunchPad Program	\$ 104,348
Beachwood City Schools 25100 Fairmount Blvd Cleveland, OH 44122	N/A	None	Support for the 2013 Entrovation Expo	\$ 6,500
Purdue University 121 W State St West Lafayette, IN 47907	N/A	None	To support the Burton D Morgan Interns program for a total of up to 30 summer interns at Northeast Ohio start-ups in 2012 and 2013	\$ 37,500
LaunchTown (JumpStart fiscal sponsor) 526 South Main St Akron, OH 44308	N/A	None	For the 2013 LaunchTown business plan competition	\$ 10,000
Western Reserve Academy 115 College Street Hudson, OH 44236	N/A	None	To fund the Burton D Morgan Leadership Program in 2012-2013 and 2013-2014 academic years	\$ 58,000
Ohio Business Week Foundation 1572 West First Avenue Columbus, OH 43212	N/A	None	For scholarships and financial aid for students attending Ohio Business Week in summer 2013	\$ 10,000
Great Trail Boy Scouts of America P O Box 68 Akron, OH 44301	N/A	None	For the Entrepreneurship Merit Badge Program in summer 2013	\$ 10,000
				<u>\$ 1,098,502</u>

Amounts above reflect grants awarded in accordance with Generally Accepted Accounting Principles.

Federal Statements
Statement 22 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
Miscellaneous		\$	1	\$	909 \$
Avista I Ordinary UBI	900099	17,105			
Avista II Ordinary UBI	900099	-115,168			
GMO Forestry Fund 8B UBI	110000	-914			
NEO Capital Fund UBI	900099	300			
Total		\$ <u>-98,677</u>		\$ <u>909</u>	\$ <u>0</u>