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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2012

Open to public inspection

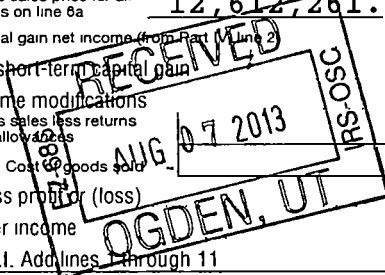
For calendar year 2012 or tax year beginning

, and ending

Name of foundation DELLORA A. & LESTER J. NORRIS FOUNDATION		A Employer identification number 36-3054939
Number and street (or P.O. box number if mail is not delivered to street address) 303 E. Main St., P.O. Box 4325		B Telephone number (630) 584-2500
City or town, state, and ZIP code St. Charles, IL 60174		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 33,764,653.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	993,708.	993,708.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,766,942.			
b Gross sales price for all assets on line 6a	12,612,261.			
7 Capital gain net income (from Part IV, line 2)		1,766,942.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	2,760,650.	2,760,650.		
13 Compensation of officers, directors, trustees, etc	35,000.	17,500.		17,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees Stmt 2	41,000.	20,500.		20,500.
b Accounting fees				
c Other professional fees Stmt 3	134,925.	134,925.		0.
17 Interest				
18 Taxes Stmt 4	29,960.	4,960.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	24,889.	0.		24,889.
22 Printing and publications				
23 Other expenses Stmt 5	2,120.	1,042.		1,078.
24 Total operating and administrative expenses. Add lines 13 through 23	267,894.	178,927.		63,967.
25 Contributions, gifts, grants paid	1,363,852.			1,273,852.
26 Total expenses and disbursements. Add lines 24 and 25	1,631,746.	178,927.		1,337,819.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,128,904.			
b Net investment income (if negative, enter -0-)		2,581,723.		
c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments		1,213,916.	356,072.	356,072.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock Stmt 6		26,279,181.	28,265,929.	33,408,581.	
	c	Investments - corporate bonds					
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other					
	14	Land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation ▶					
	15	Other assets (describe ▶)					
	16	Total assets (to be completed by all filers)		27,493,097.	28,622,001.	33,764,653.	
	17	Accounts payable and accrued expenses					
	18	Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds		27,493,097.	28,622,001.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
		29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
		30	Total net assets or fund balances		27,493,097.	28,622,001.	
	31	Total liabilities and net assets/fund balances		27,493,097.	28,622,001.		

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	27,493,097.
2	Enter amount from Part I, line 27a	2	1,128,904.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	28,622,001.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,622,001.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities		P	Various	Various
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 12,612,261.		10,845,319.	1,766,942.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			1,766,942.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">2</div> </div> </div>		1,766,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;">3</div> </div> </div>		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,494,925.	32,969,744.	.045342
2010	1,185,256.	30,301,393.	.039116
2009	1,339,313.	27,513,185.	.048679
2008	1,962,842.	32,349,886.	.060675
2007	2,036,874.	38,384,388.	.053065
2 Total of line 1, column (d)			2 .246877
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 .049375
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 33,237,282.
5 Multiply line 4 by line 3			5 1,641,091.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,817.
7 Add lines 5 and 6			7 1,666,908.
8 Enter qualifying distributions from Part XII, line 4			8 1,337,819.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	51,634.
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	51,634.
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	51,634.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	43,683.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	68,683.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	98.	
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	16,951.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 16,951. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Thomas Wright, Treasurer</u> Telephone no. ► <u>(630) 584-2500</u> Located at ► <u>303 E. Main St., P.O. Box 4325, St. Charles, IL</u> ZIP+4 ► <u>60174</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?**See Statement**☒ 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?

If "Yes" to 6b, file Form 8870

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		35,000.	0.	0.

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

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

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

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Frost Bank	Investment	
P.O. Box 16509, Fort Worth, TX 76162-0509	Management	64,202.
Appleton Partners - One Post Office Square,	Investment	
6th Fl, Boston, MA 02109	Management	61,719.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	32,925,796.
b	Average of monthly cash balances	1b	817,638.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,743,434.
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	33,743,434.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	506,152.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,237,282.
6	Minimum investment return. Enter 5% of line 5	6	1,661,864.

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	1,661,864.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	51,634.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	51,634.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,610,230.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,610,230.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,610,230.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,337,819.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,337,819.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,337,819.

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.

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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				1,610,230.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	183,094.			
b From 2008	360,438.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	543,532.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,337,819.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,337,819.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	272,411.			272,411.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	271,121.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	271,121.			
10 Analysis of line 9:				
a Excess from 2008	271,121.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 Schedule Annexed		Public charity	General charitable	1,363,852.
Total			3a	1,363,852.
b Approved for future payment				
None				
Total			3b	0.

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

2/23/13
Date

▶ Secretary
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Gail Robertino	Gail Robertino	7/18/13		P00093685
Firm's name ▶ Cummings & Lockwood, LLC			Firm's EIN ▶ 06-0312590	
Firm's address ▶ P.O. Box 120 Stamford, CT 06904-0120			Phone no. 203.327.1700	

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Appleton Partners	331,706.	0.	331,706.
BMO Private Bank	5.	0.	5.
Frost Bank	523,665.	0.	523,665.
TIFF Multi Asset	138,332.	0.	138,332.
Total to Fm 990-PF, Part I, ln 4	993,708.	0.	993,708.

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cummings & Lockwood	41,000.	20,500.		20,500.
To Fm 990-PF, Pg 1, ln 16a	41,000.	20,500.		20,500.

Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management fees	134,925.	134,925.		0.
To Form 990-PF, Pg 1, ln 16c	134,925.	134,925.		0.

Form 990-PF	Taxes	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld	4,960.	4,960.		0.
2012 Estimated excise taxes	25,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	29,960.	4,960.		0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance premiums	955.	478.		477.	
Computer consultant	425.	213.		212.	
Postage, office supplies, Guidestar subscription	701.	351.		350.	
Illinois Secretary of State, filing fee	39.	0.		39.	
To Form 990-PF, Pg 1, ln 23	2,120.	1,042.		1,078.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Stocks, Corporate & U.S.Bonds, per Schedule Annexed	28,265,929.	33,408,581.		
Total to Form 990-PF, Part II, line 10b	28,265,929.	33,408,581.		

Norris Foundation 2012

<u>On Hand 12/31/12</u>	<u>Cash</u>	<u>Securities Cost Basis</u>	<u>Securities FMV 12/31/12</u>	<u>Total Cost</u>	<u>Total FMV 12/31/2012</u>
Appleton	281,630	10,246,304	13,700,967	10,527,935	13,982,597
Frost	47,049	13,069,299	14,570,611	13,116,349	14,617,661
BMO (Harris)	27,393	0	0	27,393	27,393
TIFF Multi Asset Fd	0	4,950,325	5,137,003	4,950,325	5,137,003
	<u>356,072</u>	<u>28,265,929</u>	<u>33,408,581</u>	<u>28,622,001</u>	<u>33,764,653</u>

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
CASH AND EQUIVALENTS											
	CASH				281,630 36		281,630 36	2 0		28 16	0 0
MUNICIPAL BONDS (TAXABLE)											
150,000	NEW YORK N Y CITY	08-08-12	99 82	99 83	149,737 84	101.99	152,989 50	1 1	3,251 66	3,540 00	2 3
	TRANSITIONAL 2 360% Due 08-01-20										
	Accrued Interest				149,737 84		1,209 50	0 0			
							154,199 00	1 1	3,251 66	3,540 00	2 3
GOVERNMENT BONDS											
100,000	FEDERAL HOME LN MTG CORP	07-08-08	102 98	100.53	100,531 83	104 13	104,130 70	0 7	3,598 87	4,875 00	4 7
	4 875% Due 11-15-13										
150,000	FEDERAL HOME LN BKS	11-05-07	102 91	100 81	151,216 40	108 28	162,422 55	1 2	11,206 15	7 875 00	4 8
	5 250% Due 09-12-14										
120,000	FEDERAL HOME LN BKS	11-06-07	100 91	100.37	120,449 99	113 54	136,251 12	1 0	15,801 13	6,000 00	4 4
	5 000% Due 12-21-15										
65,000	FEDERAL NATL MTG ASSN	06-26-07	101 76	100 95	65,614 65	120 25	78,161 00	0 6	12,546 36	3,493 75	4 5
	5 375% Due 06-12-17										
	Accrued Interest						3,358 35	0 0			
					437,812 86		484,323 73	3 5	43,152 51	22,243 75	4 6
FEDERAL NATIONAL MORTGAGE ASSOCIATION											
141,838 290	FNMA PASS-THRU INT 15 YEAR	08-27-04	59 82	59 82	84,841 99	108 67	154,141 34	1 1	69,299 35	7,091 91	4 6
	5 000% Due 07-01-19										
99,208 530	GNMA PASS-THRU X SINGLE FAMILY	01-29-99	3 71	3 71	3,679 64	101 98	101,175 84	0 7	97,496 19	8,432 73	8 3
	8,500% Due 07-15-21										
	Accrued Interest						1,293 72	0 0			
					88,521 63		256,610 90	1 8	166,795 54	15,524 64	6 1

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
CORPORATE BONDS											
75.000	GOLDMAN SACHS GROUP INC	03-09-12	105 15	102 93	77,196 92	104 29	78,217 95	0 6	1,021 03	3,862 50	4 9
150.000	5 150% Due 01-15-14 AMERICAN EXPRESS CR CORP MTNBE	03-01-12	109 60	106 43	159,640 85	107 13	160,701 45	1 1	1,060 60	7,687 50	4 8
75.000	5 125% Due 08-25-14 JP MORGAN CHASE & CO	06-12-06	96 09	99 03	74,271 15	106 35	79,765 80	0 6	5,494 65	3,843 75	4 8
50.000	5 125% Due 09-15-14 CREDIT SUISSE USA INC	11-01-07	96 88	98 99	49,496 69	107 78	53,888 95	0 4	4,392 26	2,437 50	4 5
75.000	4 875% Due 01-15-15 MERCK & CO INC	10-29-08	93 23	97 39	73,045 82	109 01	81,755 70	0 6	8,709 88	3,562 50	4 4
150.000	4 750% Due 03-01-15 PFIZER INC	08-16-12	112 07	110 37	165,551 86	110 13	165,195 90	1 2	-355 96	8,025 00	4 9
100.000	5 350% Due 03-15-15 SHELL INTERNATIONAL FIN BV	07-07-10	102 52	101 37	101,366 10	106 81	106,812 10	0 8	5,446 00	3,250 00	3 0
75.000	3 250% Due 09-22-15 GOLDMAN SACHS GROUP INC	03-08-06	97 87	99 20	74,399 54	110 54	82,904 55	0 6	8,505 01	4,012 50	4 8
150.000	5 350% Due 01-15-16 CISCO SYS INC	05-12-09	108 57	105 63	158,439 28	114 31	171,458 25	1 2	13,018 97	8,250 00	4 8
150.000	5 500% Due 02-22-16 COMCAST CORP NEW	08-22-12	115 98	114 44	171,666 17	114 89	172,340 10	1 2	673 93	8,850 00	5 1
150.000	5 900% Due 03-15-16 HEWLETT PACKARD CO	08-13-12	112 24	111 28	166,916 09	107 07	160,603 50	1 1	-6,312 59	8,100 00	5 0
150.000	5 400% Due 03-01-17 TARGET CORP	03-29-12	118 19	115 61	173,412 50	117 71	176,567 40	1 3	3,154 90	8,062 50	4 6
150.000	5 375% Due 05-01-17 LOWES COS INC	03-11-10	112 58	108 34	162,503 21	121 43	182,139 45	1 3	19,636 24	9,150 00	5 0
	6 100% Due 09-15-17										

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
- NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
150,000	EXELON GENERATION CO LLC	11-22-10	115 76	111 33	166,992 94	118 09	177,137 25	1 3	10,144 31	9,300 00	5 3
150,000	6 200% Due 10-01-17 EMERSON ELEC CO	05-17-11	114 43	111 02	166,536 32	118 04	177,063 45	1 3	10,527 13	8 062 50	4 6
75,000	5 375% Due 10-15-17 JPMORGAN CHASE & CO	08-13-12	119 25	117 98	88,485 10	119 72	89,789 02	0 6	1,303 92	4,500 00	5 0
75,000	6 000% Due 01-15-18 AT&T INC	02-20-08	98 43	99 09	74,318 73	119 13	89,346 82	0 6	15,028 09	4,125 00	4 6
150,000	5 500% Due 02-01-18 GENERAL ELEC CAP CORP MTN BE	11-29-11	109 07	107 70	161,544 71	118 75	178,130 10	1 3	16,585 39	8,437 50	4 7
150,000	5 625% Due 05-01-18 BERKSHIRE HATHAWAY FIN CORP	03-20-12	117 40	115 33	172,994 55	120 29	180,431 25	1 3	7,436 70	8,100 00	4 5
150,000	5 400% Due 05-15-18 PEPSICO INC	03-08-12	117 75	115 57	173,357 14	118 60	177,906 75	1 3	4,549 61	7,500 00	4 2
125,000	5 000% Due 06-01-18 WALGREEN CO	01-15-09	104 15	103 28	129,102 22	117 29	146,614 75	1 0	17,512 53	6,562 50	4 5
150,000	5 250% Due 01-15-19 MEDTRONIC INC	02-07-12	113 98	112 58	168,865 23	116 16	174,241 50	1 2	5,376 27	6,675 00	3 8
100,000	4 450% Due 03-15-20 JPMORGAN CHASE & CO	02-08-12	108 36	107 56	107,562 50	115 99	115,990 10	0 8	8,427 60	4,950 00	4 3
100,000	4 950% Due 03-25-20 PNC FUNDING CORP	10-24-12	115 36	115 04	115,043 43	114 06	114,056 00	0 8	-987 43	4,375 00	3 8
	4 375% Due 08-11-20 Accrued Interest				3,132,709 04		44,221 70	0 3			
							3,337,279 80	23 8	160,349 06	151,681 25	4 6

COMMON STOCK

CONSUMER DISCRETIONARY											
5,325 000	DUNKIN BRANDS GRP INC COM	07-03-12	34 33	34 33	182,810 98	33 18	176,683 50	1 3	-6,127 48	3,195 00	1 8
3,630 000	MCDONALDS CORP COM	09-11-07	53 39	53 39	193,816 45	88 21	320,202 30	2 3	126,385 85	10,164 00	3 2

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
575 000	PRICELINE COM INC COM NEW	06-02-09	115 52	115 52	66,423 67	620 39	356,724 25	2 5	290,300 58	0 00	0 0
8,750 000	TUX COS INC NEW COM	03-17-10	21 71	21 71	190,001 44	42 45	371,437 50	2 6	181,436 06	4 025 00	1 1
Total					633,052 54		1,225,047 55	8 7	591,995 01	17,384 00	1 4
CONSUMER STAPLES											
3,650 000	COSTCO WHSL CORP NEW COM	02-09-11	74 59	74 59	272,248 03	98 73	360,364 50	2 6	88,116 47	4,015 00	1 1
3,366 000	KRAFT FOODS GROUP INC COM	11-04-10	33 60	33 60	113,111 19	45 47	153,052 02	1 1	39,940 83	0 00	0 0
10,100 000	MONDELEZ INTL INC CL A	11-04-10	20 87	20 87	210,773 41	25 45	257,077 32	1 8	46,303 91	11,716 00	4 6
3,000 000	PEPSICO INC COM	05-11-04	53 21	53 21	159,617 00	68 43	205,290 00	1 5	45,673 00	6,450 00	3 1
Total					755,749 63		975,783 84	7 0	220,034 21	22,181 00	2 3
ENERGY											
1,459 000	CHEVRONTXACO CORP COM	07-30-03	65 96	65 96	96,239 52	108 14	157,776 26	1 1	61,536 74	5,252 40	3 3
4,976 000	EXXON MOBIL CORP COM	08-25-99	47 41	47 41	235,904 54	86 55	430,672 80	3 1	194,768 26	11,345 28	2 6
3,180 000	SCHLUMBERGER LTD COM	11-18-99	29 81	29 81	94,793 83	69 30	220,369 55	1 6	125,575 72	3 498 00	1 6
3 000 000	SOUTHWESTERN ENERGY CO COM	06-02-09	44 72	44 72	134,173 50	33 41	100,230 00	0 7	-33,943 50	0 00	0 0
Total					561,111 39		909,048 61	6 5	347,937 21	20,095 68	2 2
FINANCIAL											
2,500 000	AFLAC INC COM	03-05-10	51 06	51 06	127,650 00	53 12	132,800 00	0 9	5,150 00	3 300 00	2 5
1,200 000	GOLDMAN SACHS GROUP COM	09-22-09	183 71	183 71	220,448 40	127 56	153,072 00	1 1	-67,376 40	2,208 00	1 4
5,825 000	J P MORGAN CHASE & CO COM	02-02-11	45 64	45 64	265,843 68	43 97	256,120 01	1 8	-9,723 67	6,990 00	2 7
3,500 000	PRICE T ROWE GROUP INC COM	10-13-08	41 67	41 67	145,840 76	65 12	227,909 85	1 6	82,069 09	4,760 00	2 1
8,500 000	WELLS FARGO & CO NEW COM	02-03-12	30 71	30 71	261,019 70	34 18	290,530 00	2 1	29,510 30	7,480 00	2 6
Total					1,020,802 54		1,060,431 86	7 6	39,629 32	24,738 00	2 3

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
HEALTH											
2,000 000	ABBOTT LABS COM	07-13-12	65 30	65 30	130,605 80	65 50	131,000 00	0 9	394 20	4,080 00	3 1
4,000 000	CERNER CORP COM	03-19-09	22 77	22 77	91,082 40	77 51	310,040 00	2 2	218,957 60	0 00	0 0
1,000 000	EDWARDS LIFESCIENCES COM	08-10-11	64 09	64 09	64,089 80	90 17	90,170 00	0 6	26,080 20	0 00	0 0
5,780 000 EXPRESS SCRIPTS HOLDING COMPANY											
		06-13-05	30 12	30 12	174,098 38	54 00	312,120 00	2 2	138,021 62	0 00	0 0
1,225 000 JOHNSON & JOHNSON COM											
		08-27-04	58 21	58 21	71,303 65	70 10	85,872 50	0 6	14,568 85	2,989 00	3 5
Total					531,180 03		929,202 50	6 6	398,022 47	7,069 00	0 8
INDUSTRIALS											
3,440 000	CATERPILLAR INC DEL COM	10-27-05	53 68	53 68	184,655 84	89 61	308,253 24	2 2	123,597 40	6,329 60	2 1
3,700 000	GENERAC HLDGS INC COM	02-27-12	26 71	26 71	98,815 53	34 31	126,947 00	0 9	28,131 47	0 00	0 0
1,520 000	GRAINGER W W INC COM	03-17-10	108 44	108 44	164,827 43	202 37	307,602 40	2 2	142,774 97	4,864 00	1 6
1,350 000	STERICYCLE INC COM	12-01-10	75 55	75 55	101,992 50	93 28	125,928 00	0 9	23,935 50	0 00	0 0
Total					550,291 30		868,730 64	6 2	318,439 34	11,193 60	1 3
MATERIALS											
2,223 000	BHP BILLITON LTD SPONSORED ADR	07-21-09	59 23	59 23	131,668 29	78 42	174,327 66	1 2	42,659 37	4,890 60	2 8
3,500 000	DU PONT E I DE NEMOURS COM	09-03-10	42 72	42 72	149,507 75	44 98	157,424 75	1 1	7,917 00	6,020 00	3 8
2,005 000	PRAXAIR INC COM	08-22-03	39 30	39 30	78,793 78	109 45	219,447 25	1 6	140,653 47	4,411 00	2 0
4,000 000	SCOTT'S MIRACLE GRO CO	07-10-09	35 80	35 80	143,214 40	44 05	176,200 00	1 3	32,985 60	4,800 00	2 7
Total					503,184 22		727,399 66	5 2	224,215 44	20,121 60	2 8
TECHNOLOGY											
975 000	APPLE INC	04-06-06	70 42	70 42	68,659 50	532 17	518,868 67	3 7	450,209 17	0 00	0 0

Appleton Partners, Inc.
PORTFOLIO APPRAISAL
NORRIS FOUNDATION
December 31, 2012

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
6,500 000	CISCO SYS INC COM	11-22-06	25 81	25 81	167,753 50	19 65	127,721 10	0 9	-40,032 40	2,080 00	1 6
100 000	GOOGLE INC CL A	08-10-11	557 20	557 20	55,720 50	707 38	70,738 00	0 5	15,017 50	0 00	0 0
1,145 000	INTERNATIONAL BUS MACH COM	08-06-08	128 77	128 77	147,446 23	191 55	219,324 75	1 6	71,878 52	3,893 00	1 8
8,175 000	MICROSOFT CORP COM	07-25-96	15 40	15 40	125,875 79	26 71	218,351 80	1 6	92,476 01	6,540 00	3 0
4 925 000	QUALCOMM INC COM	02-08-12	61 56	61 56	303,174 63	61 86	304,658 53	2 2	1,483 90	4,925 00	1 6
2 500 000	VISA INC	04-30-09	67 42	67 42	168,538 00	151 58	378,950 00	2 7	210,412 00	2,200 00	0 6
Total					1,037,168 15		1,838,612 85	13 1	801,444 71	19,638 00	1 1
TELECOMMUNICATIONS											
8,800 000	VERIZON COMMUNICATIONS COM	10-27-09	27 38	27 38	240,920 12	43 27	380,776 00	2 7	139,855 88	17,600 00	4 6
					5,833,459 92		8,915,033 51	63 5	3,081,573 59	160,020 88	1 8
EXCHANGE TRADED FUNDS											
7,150 000	ISHARES TR 1-3 YR TRS BD	02-28-12	84 48	84 48	604,062 94	84 42	603,603 00	4 3	-459 94	3,915 36	0 6
TOTAL PORTFOLIO					10,527,934 60		14,032,680 30*	100 0	3,454,662 43	356,954 04	2 6

The pricing information and descriptions used in this report have been provided to us by third party vendors believed to be reliable. Cash and equivalent yields are only representative numbers for account specific funds. For specific cash yield information, refer to the custodial statement.

*Includes accrued income of \$50,083
Actual fair market value = \$13,982,597

Dellora A. And Lester J. Norris Foundation
2012 Form 990-PF
EIN: 36-3054939

Part XV, Line 39. **Grants & Contributions Paid**

American Quarter Horse Foundation	2601 1-40 East Amarillo, TX 79104	10,000.00	509(a)(3) UNK
Autistic Treatment Center	10503 Metric Drive Dallas, TX 75243	30,000.00	509(a)(1)
Baker Memorial United Methodist Church	307 Cedar Avenue St. Charles, IL 60174	10,541.75	509(a)(1)
Barrow Neurological Foundation	350 West Thomas Road Phoenix, AZ 85013	5,000.00	509(a)(2)
Boys & Girls Club of Scottsdale	10533 E. Lakeview Drive Scottsdale, AZ 85258	5,000.00	509(a)(1)
Bridgewood Farms, Inc	11680 Rose Road Conroe, TX 77303	10,000.00	509(a)(1)
Captain Jason Dahl Scholarship Fund	14142 W. Evans Circle Lakewood, CO 80228	2,500.00	509(a)(1)
Casa of Kane County	100 South Third Street, Suite 460 Geneva, IL 60134	10,000.00	509(a)(1)
Chapel of Our Saviour	4th Street and Polo Drive Colorado Springs, CO 80906	2,000.00	509(a)(1)
Cheyenne Mountain Zoological Foundation	4250 Cheyenne Mountain Zoo Rd. Colorado Springs, CO 80906	2,000.00	509(a)(3) Type I
Children's Hospital Colorado Foundation	13123 East 16th Avenue Aurora, CO 80045	35,000.00	509(a)(1)
Circus Juventas	1270 Montreal Ave Saint Paul, MN 55116	20,000.00	509(a)(1)
Clear Brook Foundation	37 North River Street, Ste 101 Wilkes Barre, PA 18702	20,000.00	509(a)(1)
Colorado Golf Assoc.	5990 Greenwood Plz Blvd Ste 130 Greenwood Village, CO 80111	2,500.00	509(a)(2)
Colorado Springs Child Nursery Center d/b/a Early Connections Learning Centers	104 E. Rio Grande Colorado Springs, CO 80903	5,000.00	509(a)(2)
Colorado Springs Fine Arts Center	30 West Dale Street Colorado Springs, CO 80903	4,000.00	509(a)(1)
Colorado State University	102 Administration Building Fort Collins, CO 80523	5,000.00	509(a)(1)
Crisis Nursery	2334 East Polk Street Phoenix, AZ 85006	1,000.00	509(a)(1)
*Dellora A. Norris Cultural Arts Center	1040 Dunham Road P.O. Box 2240 St. Charles, IL 60174	70,000.00	509(a)(3) (controlled)
Delnor Community Health Care Foundation	300 Randall Road Geneva, IL 60134	90,000.00	509(a)(1)
Education Foundation Of Collier County	2590 Golden Gate Pkwy, Ste 101 Naples, FL 34105	25,000.00	509(a)(1)
El Paso County Sheriff Foundation	El Paso County Finance Dept 27 East Vermijo, 5th Floor Colorado Springs, CO 80903	5,000.00	509(a)(1)

Fox Valley Hospice	4620 17th Street Sarasota, FL 34235	5,000 00	509(a)(1)
Goodwill Industries of Colorado Springs	2320 West Colorado Avenue P.O. Box 6300 Colorado Springs, CO 80934	1,500.00	509(a)(2)
Harry Chapin Food Bank	2126 Alicia Street Fort Myers, FL 33901	30,000.00	509(a)(1)
Humane Society of Pikes Peak Region	610 Abbot Lane Colorado Springs, CO 80905	3,000.00	509(a)(1)
Hurricane Island Outward Bound School	39 Mechanic Street, Ste 310 Camden, ME 04843	20,000 00	509(a)(1)
International College, Inc. a/k/a Hodges University	2655 Northbrooke Drive Naples, FL 34119	125,000 00	509(a)(1)
Jake Clifton T-Cross Ranches Memorial Fund	400 Totten Road Pueblo, CO 81008	5,000.00	509(a)(1)
John B. Norris Recreation Center	1050 Durham Road St. Charles, IL 60174	5,000.00	509(a)(2)
Juvenile Diabetes Research Foundation	3710 Sinton Road, Suite 220 Colorado Springs, CO 80907	35,000.00	509(a)(1)
Lake Forest Academy	1500 West Kennedy Road Lake Forest, IL 60045	10,000.00	509(a)(1)
Les Turner ALS Foundation	5550 W. Touhy Avenue, Ste 302 Skokie, IL 60077	5,000.00	509(a)(1)
Living Well Cancer Resource Center	300 Randall Road Geneva, IL 60134	10,000.00	509(a)(1)
Make-A-Wish Foundation Of Southern Florida	4491 South State Road 7, Ste 201 Davie, FL 33314	20,000.00	509(a)(2)
Mayo Clinic Arizona, Dept. of Development	13400 East Shea Boulevard Scottsdale, AZ 85259	25,000.00	509(a)(1)
Minnesota Life College	7501 Logan Avenue So. 2A Richfield, MN 55423	5,000.00	509(a)(2)
Naples Backyard History, Inc	P.O. Box 2149 Naples, FL 34106	40,000.00	509(a)(1)
Naples Zoo	1590 Goodlet Road Naples, FL 3402	25,000.00	509(a)(2)
National Cowboy & Western Heritage Museum	1700 Northeast 63rd Street Oklahoma City, OK 73111	70,000.00	509(a)(2)
National Cutting Horse Association Foundation	260 Bailey Avenue Fort Worth, TX 76107	10,000 00	509(a)(3) UNK
National Museum of World War II Aviation	755 Aviation Way Colorado Springs, CO 80916	10,000.00	509(a)(2)
NCH Healthcare System, Inc	P.O. Box 413029 Naples, FL 34101	45,000.00	509(a)(1)
Neighborhood Health Clinic, Inc.	120 Goodlette Road North Naples, FL 34102	30,000.00	509(a)(1)
News Release Basketball	961 Sunflower Street Louisville, CO 80027	1,250.00	509(a)(1)
Outward Bound	100 Mystery Point Road Garrison, NY 19524	10,560 00	509(a)(1)
Penrose/St. Frances Health Care System	961 East Colorado at Center Pt Colorado springs, CO 80903	20,000 00	509(a)(1)
Philharmonic Center For The Arts	5833 Pelican Blvd. Naples, FL 34103	26,000.00	509(a)(1)
Phoenix Symphony Association a/k/a The Phoenix Symphony	455 North 3rd Street, Suite 390 Phoenix, AZ 85004	2,000.00	509(a)(2)

Pikes Peak or Bust Rodeo Foundation	601 N. Nevada Avenue Colorado Springs, CO 80903	25,000.00	509(a)(1)
Pro Rodeo Hall of Fame & Museum Of The American Cowboy	101 Pro Rodeo Drive Colorado Springs, CO 80919	25,000.00	509(a)(1)
Riddles Elephant Breeding Farm & Wildlife Sanctuary	P.O. Box 715 Greenbrier, AR 72058	25,000.00	509(a)(1)
Rocky Mountain Bird Observatory	P.O. Box 1232 Brighton, CO 80601	40,000.00	509(a)(1)
Ronald McDonald House Charities of Southern Colorado	311 North Logan Colorado Springs, CO 80909	2,000.00	509(a)(1)
Salvation Army Red Shield Community Center	908 Yuma Street Colorado Springs, CO 80932	2,500.00	509(a)(1)
St. Charles Heritage Center	215 East Main Street St. Charles, IL 60174	5,000.00	509(a)(1)
St. Charles Park District	101 South Second Street St. Charles, IL 60174	4,000.00	509(a)(1)
St. Elizabeth Seton School	2760 52nd Terrace South West Naples, FL 34116	100,000.00	509(a)(1)
St. Matthew's House	2001 Airport Road S. Naples, FL 34112	10,000.00	509(a)(1)
St. Peters Anglican Church	131 Burd Street Pennington, NJ 08534	1,250.00	509(a)(1)
Suicide Prevention Services	528 South Batavia Avenue Batavia, IL 60510	5,000.00	509(a)(1)
Tri City Health Partnership, Inc.	318 Walnut Street St. Charles, IL 60174	5,000.00	509(a)(1)
Tricity Family Services	1120 Randall Ct. Geneva, IL 60134	10,000.00	509(a)(2)
Valley of the Sun Hospice Assoc.	1510 East Flower Drive Phoenix, AZ 85014	1,500.00	509(a)(1)
Valley Presbyterian Church	6947 East McDonald Drive Paradise Valley, AZ 85253	3,000.00	509(a)(1)
Wabash College	P O Box 352 Crawfordsville, IL 47933	25,000.00	509(a)(1)
YMCA of the Palms a/k/a YMCA of Collier County	5450 YMCA Road Naples, FL 34109	50,000.00	509(a)(2)
Youth Haven, Inc	5867 Whitaker Road Naples, FL 34112	60,750.00	509(a)(2)
Total 2012 Charitable Grants Paid		1,363,851.75	

*Grants to the Dellora A. Norris Cultural Arts Center - a "controlled" supporting organization; expenditure responsibility is being exercised and grant was not treated as a qualifying distribution pursuant to IRC sections 4945(d)(4)(A)(ii) and (B) and 4942(g)(4)(A)(ii).



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SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
CASH & EQUIVALENTS				
	<u>CASH BALANCE</u>			
	INCOME	2,746,378.44	2,746,378.44	
	PRINCIPAL	<u>2,746,378.44-</u>	<u>2,746,378.44-</u>	
		0.00	0.00	
	<u>CASH EQUIVALENT</u>			
47,049.47	FEDERATED PRIME OBLIG FD INSTL*	47,049.47	47,049.47	51.75
	(PRINCIPAL)	1.00	1.00	0.11
TOTAL CASH & EQUIVALENTS		47,049.47	47,049.47	51.75

EQUITIES

	<u>STOCK/OPTIONS</u>			
569.00	ABBOTT LABORATORIES COM*	37,244.07	37,269.50	318.64
		65.46	65.50	0.85
722.00	ACCENTURE PLC CLASS A*	47,587.37	48,013.00	968.53
		65.91	66.50	2.02
845.00	ADOBE SYSTEMS INC COM*	28,095.08	31,839.60	0.00
		33.25	37.68	0.00
501.00	ALLERGAN INC COM*	21,441.06	45,956.73	100.20
		42.80	91.73	0.22
147.00	AMAZON.COM INC*	18,101.54	36,877.89	0.00
		123.14	250.87	0.00
767.00	ANADARKO PETROLEUM CORP COM*	46,175.12	56,995.77	276.12
		60.20	74.31	0.48
251.00	APPLE INC COM *	24,992.57	133,575.42	2,660.60
		99.57	532.17	1.99
1,042.00	AQUA AMERICA INC COM*	21,933.51	26,487.64	729.40
		21.05	25.42	2.75
554.00	BAXTER INTERNATIONAL INC COM *	33,658.54	36,929.64	997.20
		60.76	66.66	2.70
1,961.00	BB&T CORP COM*	47,814.61	57,084.71	1,568.80
		24.38	29.11	2.75
782.00	BCE INC COM*	26,523.10	33,579.08	1,775.14
		33.92	42.94	5.29
938.00	BHP BILLITON LTD-SPON ADR*	69,006.01	73,557.96	1,952.79
		73.57	78.42	2.65

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EQUITIES				
372.00	BIOMERIE INC COM*	44,699.74	54,449.64	0.00
		120.16	146.37	0.00
138.00	BLACKROCK INC COM*	25,508.10	28,525.98	828.00
		184.84	206.71	2.90
3,271.00	BLOCK H & R INC COM*	57,610.81	60,742.47	2,616.80
		17.61	18.57	4.31
598.00	BORGWARNER INC COM*	25,331.58	42,828.76	0.00
		42.36	71.62	0.00
837.00	CAMERON INTERNATIONAL CORP COM*	41,567.30	47,257.02	0.00
		49.66	56.46	0.00
1,627.00	CARDINAL HEALTH INC COM*	61,102.43	66,999.86	1,789.70
		37.56	41.18	2.67
733.00	CELGENE CORP COM *	41,510.05	57,518.51	0.00
		56.63	78.47	0.00
1,226.00	CEPHEID INC COM*	44,270.85	41,512.36	0.00
		36.11	33.86	0.00
427.00	CHART INDS INC COM*	30,882.92	28,476.25	0.00
		72.33	66.69	0.00
873.00	CHEVRON CORPORATION COM*	76,791.19	94,406.22	3,142.80
		87.96	108.14	3.33
85.00	CHIPOTLE MEXICAN GRILL INC CL A COM*	24,963.95	25,284.10	0.00
		293.69	297.46	0.00
1,876.00	CINEMARK HOLDINGS INC COM*	39,448.42	48,738.48	1,575.84
		21.03	25.98	3.23
1,602.00	CISCO SYSTEM INC COM*	28,742.44	31,478.34	897.12
		17.94	19.65	2.85
421.00	CITRIX SYSTEMS INC COM*	30,624.44	27,626.02	0.00
		72.74	65.62	0.00
1,429.00	CME GROUP INC COM*	82,050.11	72,407.43	2,572.20
		57.42	50.67	3.55
1,787.00	COBALT INTL ENERGY COM*	52,424.82	43,888.72	0.00
		29.34	24.56	0.00
1,018.00	COCA COLA CO COM*	31,375.25	36,902.50	1,038.36
		30.82	36.25	2.81
1,023.00	COGNIZANT TECH. SOLUTIONS CL A*	19,129.59	75,581.59	0.00
		18.70	73.88	0.00
3,881.00	CORNING INC COM*	47,880.39	48,978.22	1,397.16
		12.34	12.62	2.85
574.00	COSTCO WHOLESALE CORP NEW COM*	37,459.95	56,671.02	631.40
		65.26	98.73	1.11

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EQUITIES				
1,162.00	COVIDIEN PLC*	52,057.25	67,093.88	1,011.22
		44.80	57.74	1.51
283.00	CUMMINS INC*	9,274.02	30,663.05	566.00
		32.77	108.35	1.85
790.00	CVS CAREMARK CORP COM *	35,909.73	38,196.50	711.00
		45.46	48.35	1.86
1,906.00	D R HORTON INC*	27,998.38	37,700.68	285.90
		14.69	19.78	0.76
1,253.00	DIRECTV COM*	49,673.17	62,850.48	0.00
		39.64	50.16	0.00
751.00	DOLLAR GENERAL CORP COM*	32,019.18	33,111.59	0.00
		42.64	44.09	0.00
2,116.00	E M C CORP MASSACHUSETTS COM *	25,806.95	53,534.80	0.00
		12.20	25.30	0.00
1,795.00	EAST WEST BANCORP INC COM*	36,539.29	38,574.55	718.00
		20.36	21.49	1.86
1,008.00	EBAY INCORPORATED COM*	41,492.71	51,405.68	0.00
		41.16	51.00	0.00
305.00	EDWARDS LIFESCIENCES CORP COM*	21,191.25	27,501.85	0.00
		69.48	90.17	0.00
820.00	ELI LILLY & CO COM *	39,260.45	40,442.40	1,607.20
		47.88	49.32	3.97
1,058.00	ENSCO PLC CL A*	58,668.99	62,718.24	1,534.10
		55.45	59.28	2.45
428.00	EOG RESOURCES INC COM*	38,304.41	51,698.12	291.04
		89.50	120.79	0.56
4,571.00	ERICSSON AMERICAN DEPOSITARY SHS B*	48,685.73	46,167.10	1,671.05
		10.65	10.10	3.62
513.00	FEDEX CORP COM*	41,718.91	47,052.36	287.28
		81.32	91.72	0.61
5,313.00	FIRST NIAGARA FINL GROUP INC NEW*	42,729.06	42,132.09	1,700.16
		8.04	7.93	4.04
475.00	FRESH MARKET INC COM*	24,378.52	22,842.75	0.00
		51.32	48.09	0.00
282.00	F5 NETWORKS INC COM*	28,629.02	27,396.30	0.00
		101.52	97.15	0.00
1,245.00	GENERAL ELECTRIC CO COM*	26,193.31	26,132.55	946.20
		21.04	20.99	3.62
654.00	GILEAD SCIENCES INC COM*	37,509.71	48,036.30	0.00
		57.35	73.45	0.00



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EQUITIES				
77.00	GOOGLE INC CL A*	33,069.51	54,468.26	0.00
		429.47	707.38	0.00
596.00	HONEYWELL INTERNATIONAL INC COM*	26,674.12	37,828.12	977.44
		44.76	63.47	2.58
8,318.00	HUNTINGTON BANCSHARES INC COM*	54,704.06	53,152.02	1,330.88
		6.58	6.39	2.50
1,155.00	ILLUMINA INC COM*	46,346.47	64,206.45	0.00
		40.13	55.59	0.00
1,188.00	INVESCO LTD*	24,186.52	30,994.92	555.44
		20.36	26.09	1.79
1,471.00	JPMORGAN CHASE & CO COM*	64,142.60	64,678.55	1,765.20
		43.60	43.97	2.73
524.00	KRAFT FOODS GROUP INC COM*	19,815.32	23,826.28	1,048.00
		37.82	45.47	4.40
2,780.00	KROGER CO COM*	64,035.62	72,335.60	1,668.00
		23.03	26.02	2.31
720.00	LAM RESEARCH CORPORATION COM*	28,911.10	26,013.60	0.00
		40.15	36.13	0.00
1,242.00	LAZARD LTD CL A COM*	38,039.33	37,061.28	794.25
		30.63	29.84	2.14
1,037.00	LINCOLN ELECTRIC HOLDINGS INC COM*	34,737.08	50,481.16	829.60
		33.50	48.68	1.64
892.00	LOWES COS INC COM *	25,370.09	31,683.84	570.88
		28.44	35.52	1.80
73.00	MASTERCARD INC CL A COM*	12,674.81	35,863.44	87.60
		173.63	491.28	0.24
577.00	MCDONALD'S CORP COM *	52,425.09	50,897.17	1,777.16
		90.86	88.21	3.49
387.00	MEAD JOHNSON NUTRITION CO COM CL A*	26,141.30	25,499.43	464.40
		67.55	65.89	1.82
1,473.00	MERCK & CO INC NEW COM*	54,857.50	60,304.62	2,533.56
		37.24	40.94	4.20
3,564.00	METLIFE INC COM*	124,239.73	117,398.16	2,637.36
		34.86	32.94	2.25
1,012.00	MICHAEL KORS HLDGS LTD*	44,983.96	51,642.36	0.00
		44.45	51.03	0.00
1,876.00	MICROSOFT CORP COM*	55,204.53	50,107.40	1,725.92
		29.43	26.71	3.44
1,574.00	MONDELEZ INTL INC COM*	36,961.51	40,063.34	818.48
		23.48	25.45	2.04



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EQUITIES				
590.00	MONSANTO CO NEW COM*	46,094.81	55,843.50	885.00
		78.13	94.65	1.58
1,350.00	MOTOROLA SOLUTIONS INC COM*	68,879.62	75,168.00	1,404.00
		51.02	55.68	1.87
1,034.00	MURPHY OIL CORPORATION COM*	62,592.06	61,574.70	1,292.50
		60.53	59.55	2.10
572.00	NORDSTROM INC COM*	20,538.35	30,602.00	617.76
		35.91	53.50	2.02
515.00	NOVARTIS AG ADR*	26,266.96	32,599.50	1,217.13
		51.00	63.30	3.73
684.00	OCCIDENTAL PETROLEUM CORP COM*	54,656.58	52,401.24	1,477.44
		79.91	76.61	2.82
1,065.00	ORACLE CORPORATION*	16,352.15	35,485.80	255.60
		15.35	33.32	0.72
239.00	PANERA BREAD CO CL A COM*	37,038.08	37,960.37	0.00
		154.97	158.83	0.00
1,146.00	PHILIP MORRIS INT'L INC COM*	62,577.78	95,851.44	3,896.40
		54.61	83.64	4.07
1,167.00	PNC FINANCIAL SERVICES GROUP COM*	67,359.07	68,047.77	1,867.20
		57.72	58.31	2.74
1,361.00	POTASH CORP SASK INC COM*	63,026.54	55,379.09	1,143.24
		46.31	40.69	2.06
276.00	PRAXAIR INC COM*	21,265.16	30,208.20	607.20
		77.05	109.45	2.01
61.00	PRICELINE.COM INCORPORATED COM*	14,136.59	37,843.79	0.00
		231.75	620.39	0.00
1,237.00	QUALCOMM INC COM*	66,463.61	76,520.33	1,237.00
		53.73	61.86	1.62
672.00	RIO TINTO PLC SPON ADR*	38,114.83	39,036.48	664.79
		56.72	58.09	1.70
346.00	ROCKWELL AUTOMATION INC COM *	17,657.39	29,060.54	650.48
		51.03	83.99	2.24
432.00	SAP AG SPONSORED ADR*	30,454.55	34,724.16	363.07
		70.50	80.38	1.05
526.00	SCHLUMBERGER LIMITED COM*	27,166.40	36,451.06	509.92
		51.65	69.30	1.40
1,048.00	SEADRILL LTD*	28,214.18	38,566.40	3,077.22
		26.92	36.80	7.98
836.00	STARBUCKS CORP COM*	9,950.66	44,834.68	702.24
		11.90	53.63	1.57



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EQUITIES				
433.00	TERADATA CORP COM*	25,314.09	26,798.37	0.00
		58.46	61.89	0.00
1,553.00	TIME WARNER CABLE INC COM*	99,772.56	150,936.07	3,478.72
		64.25	97.19	2.30
1,045.00	TOTAL S.A. SPONSORED ADR*	53,991.94	54,350.45	3,366.47
		51.67	52.01	6.19
500.00	ULTA SALON COSMETICS & FRAG COM*	30,826.13	49,130.00	0.00
		61.65	98.26	0.00
724.00	UNION PACIFIC CORP COM*	54,575.89	91,021.28	1,998.24
		75.38	125.72	2.20
261.00	VISA INC CL A COM*	20,825.79	39,562.38	344.52
		79.79	151.58	0.87
290.00	VMWARE INC COM*	27,074.50	27,300.60	0.00
		93.36	94.14	0.00
2,063.00	VODAFONE GROUP PLC SPON ADR*	54,496.75	51,966.97	4,053.76
		26.42	25.19	7.80
1,350.00	WALGREEN CO COM*	50,589.90	49,963.50	1,485.00
		37.47	37.01	2.97
1,569.00	WELLS FARGO & CO NEW COM*	53,677.39	53,628.42	1,380.72
		34.21	34.18	2.57
		<u>4,101,457.51</u>	<u>5,005,014.79</u>	<u>96,725.74</u>
<u>OTHER EQUITY</u>				
13,401.916	COHEN & STEERS INSTL REALTY FD*	507,308.14	563,952.63	12,329.76
		37.85	42.08	2.19
84,246.864	FROST INTERNATIONAL EQUITY FD INST*	611,827.17	737,160.06	4,380.84
		7.26	8.75	0.59
41,837.987	FROST NATURAL RESOURCES - INST FUND*	471,178.60	438,880.48	0.00
		11.26	10.49	0.00
106,092.117	FROST SMALL CAP EQUITY FUND CL I*	780,756.52	906,026.68	0.00
		7.36	8.54	0.00
13,221.994	INVESCO DEV MARKETS FUND INSTL*	414,743.26	447,432.28	4,905.36
		31.37	33.84	1.10
19,328.171	MAINSTAY CONVERTIBLE FUND I*	237,349.94	279,292.07	7,595.97
		12.28	14.45	2.72
6,414.178	T ROWE PRICE INTL DISCOVERY FD*	233,548.32	295,693.61	3,271.23
		36.41	46.10	1.11
		<u>3,256,711.95</u>	<u>3,668,437.81</u>	<u>32,483.16</u>

**Frost**BANKING
INVESTMENTS
INSURANCE

ACCOUNT NO.

STATEMENT PERIOD: 11/30/12 THRU 12/31/12

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NORRIS FOUNDATION TUA 12/3/98**PORTFOLIO HOLDINGS**SHARES OR
FACE VALUETAX COST/
UNIT COSTMKT VALUE/
UNIT PRICEEST INCOME/
INC RATE(%)**EQUITIES****TOTAL EQUITIES**

7,358,169.46 8,673,452.60 129,208.90

FIXED INCOME**U.S. GOVERNMENT & AGENCIES**

231,439.85	FHLMC #1N1417 FLT	2.356%	2/01/37	246,736.57	246,279.77	5,452.72
				106.61	106.41	2.21
389,790.59	FNMA POOL #AL1438	3.412%	2/01/42	412,690.79	412,959.74	13,299.65
				105.88	105.94	3.22
26,410.12	FNMA POOL #696823	5.5%	3/01/18	27,350.79	28,612.20	1,452.56
				103.56	108.34	5.08
15,255.62	FNMA POOL #763848	6%	2/01/34	15,803.85	16,964.25	915.34
				103.59	111.20	5.40
26,061.24	GNMA I POOL #583296	5%	7/15/17	26,566.18	27,955.63	1,303.06
				101.94	107.27	4.66
8,282.90	GNMA I POOL #590389	5%	8/15/17	8,492.57	9,076.48	414.15
				102.53	109.58	4.56
4,567.30	GNMA I POOL #590416	5.5%	8/15/17	4,732.88	4,936.79	251.20
				103.63	108.09	5.09
				742,373.63	746,784.86	23,088.68

MUNICIPAL BONDS - TAXABLE

300,000.00	ALBUQUERQUE NEW MEXICO GROSS	300,000.00	306,201.00	14,790.00
	RECEIPTS TAX SERIES A NON-CALLABLE	100.00	102.07	4.83
	TAXABLE DATED 6/4/2008 4.93%			
	DUE 7/1/2013			

CORPORATE BONDS

250,000.00	CIT EQUIPMENT COLLATERAL	249,938.33	251,242.50	10,300.00
	SERIES 2012-VT1 CLASS D	99.98	100.50	4.10
	DATED 4/25/2012 4.12% DUE 10/21/2019			
	(PAYS MONTHLY ON 20TH, 0 DAY DELAY)			
250,000.00	EATON CORPORATION	262,722.50	265,547.50	14,875.00
	DATED 3/16/2009 5.95% DUE 3/20/2014	105.09	106.22	5.60

**Frost**BANKING
INVESTMENTS
INSURANCE

ACCOUNT NO.

STATEMENT PERIOD: 11/30/12 THRU 12/31/12

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NORRIS FOUNDATION TUA 12/3/98**PORTFOLIO HOLDINGS**

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
FIXED INCOME				
250,000.00	GENWORTH FINANCIAL INCORPORATED DATED 3/25/2011 7.625% DUE 9/24/2021	244,375.00 97.75	275,892.50 110.36	19,062.50 6.91
250,000.00	MORGAN STANLEY SERIES FRN DATED 1/25/2011 FLOATING RATE DUE 1/24/2014	246,377.50 98.55	251,612.50 100.64	5,130.25 2.04
		<hr/>	<hr/>	<hr/>
		1,003,413.33	1,044,295.00	49,367.75
<u>BOND FUNDS</u>				
250,319.094	FROST TOTAL RETURN BOND FUND INSTL*	2,684,158.00 10.72	2,718,465.36 10.86	122,906.68 4.52
34,125.791	HARTFORD FLOATING RATE FUND CL I*	302,214.61 8.86	305,425.83 8.95	15,220.10 4.98
90,864.94	IVY HIGH INCOME FUND CLASS I*	678,970.10 7.47	775,986.59 8.54	59,334.81 7.65
		<hr/>	<hr/>	<hr/>
		3,665,342.71	3,799,877.78	197,461.59
TOTAL FIXED INCOME		<hr/>	<hr/>	<hr/>
		5,711,129.67	5,897,158.64	284,708.02
TOTAL PORTFOLIO		<hr/>	<hr/>	<hr/>
		13,116,348.60	14,617,660.71	413,968.67

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM									
VIRTUS INSIGHT MONEY MARKET FUND A	27,392.660		1.0000	27,392.66	27,392.66		0.00	2.74	0.01%
TOTAL CASH & SHORT-TERM				\$27,392.66	\$27,392.66		\$0.00	\$2.74	.01%
TOTAL ASSETS IN YOUR ACCOUNT				\$27,392.66	\$27,392.66		\$0.00	\$2.74	.01%



Four Tower Bridge
200 Barr Harbor Drive, Suite 100
West Conshohocken, PA 19428

Member Inquiries:

(610) 684-8200

Member Services Fax:

(610) 684-8210

Website Inquiries:

www.tiff.org

Registration:

DELLORA A AND LESTER J NORRIS
FOUNDATION

Account Number:

379417 F001 1162 10Z 1/3 388
MR. HOWARD S. TUTHILL
P.O. BOX 120
STAMFORD, CT 06904

Account Summary - Current Month

Fund Name	Beginning Market Value	Purchases	Redemptions	Distributions	Share Balance	12/31/2012 NAV	Ending Market Value	Average Cost Basis
TIFF MULTI-ASSET FUND	\$5,049,250.29	\$0.00	(\$0.00)	\$193,995.70	325,126.771	\$15.80	\$5,137,002.98	\$4,868,562.67
Account Total	\$5,049,250.29	\$0.00	(\$0.00)	\$193,995.70			\$5,137,002.98	

Distributions may be reinvested or paid in cash at the election of the member. See the Transaction History section for information specific to each fund investment.

The average cost basis is calculated using the single-category average cost basis method. It takes into account all purchases and redemptions, including shares acquired through reinvested dividends and capital gains distributions and wash sales, if any.

Numbers may not add to totals due to rounding.

Account Summary - YTD

Fund Name	Purchases	Redemptions	Distributions	Dividend Option	Cap Gain Option	Account Inception
TIFF MULTI-ASSET FUND	\$0.00	(\$0.00)	\$239,448.46	Reinvest	Reinvest	08/01/2008
Account Total	\$0.00	(\$0.00)	\$239,448.46			

20113

DELLORA A AND LESTER J NORRIS

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Robert C. Norris 303 East Main Street, P.O. Box 4325 St Charles, IL 60174	Chairman & Director 0.00	0.	0.	0.
George N. Gaynor 303 East Main Street, P.O. Box 4325 St Charles, IL 60174	President & Director 0.00	0.	0.	0.
Pamela Norris 303 East Main Street, P.O. Box 4325 St Charles, IL 60174	Vice President & Director 0.00	0.	0.	0.
Phillip N. Collins 303 East Main Street, P.O. Box 4325 St Charles, IL 60174	Asst. Secretary & Director 0.00	0.	0.	0.
Edward F. Rodenbach Two Greenwich Plaza, P.O. Box 2505 Greenwich, CT 06830	Secretary 2.00	0.	0.	0.
Eugene W. Butler 303 East Main Street, P.O. Box 4325 St Charles, IL 60174	Treasurer 25.00	35,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		35,000.	0.	0.

2012 Form 990-PF
PART VII-B, Line 5c

The Dellora A. Norris Cultural Arts Centers Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising expenditure responsibility in regard to the following grant:

Name and Address of Grantee: Dellora A. Norris Cultural Arts Center (FYE 6/30)
1040 Dunham Road
P.O. Box 2240
St. Charles, IL 60174

Amount of Grant: \$25,000

Date of Grant: 11/15/11

Purpose of Grant: To support the operation, programs, and activities
of the cultural arts center.

Amounts Expended by Grantee: \$25,000

Dates of Reports Received: 6/2013

The Norris Foundation has no reason to believe that grantee has diverted any of the grant funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and
Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising
expenditure responsibility in regard to the following grant:

Name and Address of Grantee: Dellora A. Norris Cultural Arts Center (FYE 6/30)
1040 Dunham Road
P.O. Box 2240
St. Charles, IL 60174

Amount of Grant: \$10,000

Date of Grant: 12/13/11

Purpose of Grant: To support the operation, programs, and activities
of the cultural arts center.

Amounts Expended by Grantee: \$10,000

Dates of Reports Received: 6/2013

The Norris Foundation has no reason to believe that grantee has diverted any of the grant
funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and
Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising
expenditure responsibility in regard to the following grant:

Name and Address of Grantee: Dellora A. Norris Cultural Arts Center (FYE 6/30)
1040 Dunham Road
P.O. Box 2240
St. Charles, IL 60174

Amount of Grant: \$20,000

Date of Grant: 12/19/11

Purpose of Grant: To support the operation, programs, and activities
of the cultural arts center.

Amounts Expended by Grantee: \$20,000

Dates of Reports Received: 6/2013

The Norris Foundation has no reason to believe that grantee has diverted any of the grant
funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising expenditure responsibility in regard to the following grant:

Name and Address of Grantee: Dellora A. Norris Cultural Arts Center (FYE 6/30)
1040 Dunham Road
P.O. Box 2240
St. Charles, IL 60174

Amount of Grant: \$50,000

Date of Grant: 11/8/12

Purpose of Grant: To support the operation, programs, and activities of the cultural arts center.

Amounts Expended by Grantee: None as of 12/31/2012

Dates of Reports Received: None. Grant received during Grantee's fiscal year ending June 30, 2013.

The Norris Foundation has no reason to believe that grantee has diverted any of the grant funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising expenditure responsibility in regard to the following grant:

Name and Address of Grantee: Dellora A. Norris Cultural Arts Center (FYE 6/30)
1040 Dunham Road
P.O. Box 2240
St. Charles, IL 60174

Amount of Grant: \$20,000

Date of Grant: 12/26/12

Purpose of Grant: To support the operation, programs, and activities of the cultural arts center.

Amounts Expended by Grantee: None as of 12/31/2012

Dates of Reports Received: None. Grant received during Grantee's fiscal year ending June 30, 2013.

The Norris Foundation has no reason to believe that grantee has diverted any of the grant funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and
Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising
expenditure responsibility in regard to the following grant:

Name and Address of Grantee:	NCHA Charities Foundation 260 Bailey Avenue Fort Worth, TX 76107
Amount of Grant:	\$10,000
Date of Grant:	5/25/12
Purpose of Grant:	To support the grantee's educational scholarship awards program.
Amounts Expended by Grantee:	\$10,000
Dates of Reports Received:	7/2013

The Norris Foundation has no reason to believe that grantee has diverted any of the grant
funds from the purpose of the grant.

2012 Form 990-PF
PART VII-B, Line 5c

The Norris Foundation
EIN 36-3054939

PART VII-B, Line 5c, Statement Required by Regulations section 53.4945-5(d)

The following information is provided in accordance with IRC section 4945(h)(3) and
Treas. Reg. section 53.4945-5(d) to document that the Foundation is exercising
expenditure responsibility in regard to the following grant:

Name and Address of Grantee: American Quarter Horse Foundation
2601 I-40 East
Amarillo, TX 79104

Amount & Date of Grants: 12/2/2011 \$10,000
11/23/2012 \$10,000

Purpose of Grant: To support the operation of the American Quarter
Horse Hall of Fame and Museum, the educational
scholarship and other charitable programs

Amounts Expended by Grantee: \$20,000 added to the Endowment Fund

Dates of Reports Received: 7/2012, 7/2013

The Norris Foundation has no reason to believe that grantee has diverted any of the grant
funds from the purpose of the grant.