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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Mark & Bette Morris Family Foundation		A Employer identification number 48-1077121
Number and street (or P O box number if mail is not delivered to street address) 5500 SW 7th Street		B Telephone number (see instructions) (785) 273-5055
City or town, state, and ZIP code Topeka KS 66606		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) \$ 55,540,769		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	548,105	548,105		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	6,806,293	6,806,293		
12 Total. Add lines 1 through 11	7,354,398	7,354,398	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,656			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	13,286			
22 Printing and publications				
23 Other expenses (attach schedule)	707,349	707,349		
24 Total operating and administrative expenses. Add lines 13 through 23	723,291	707,349	0	0
25 Contributions, gifts, grants paid	3,009,300			3,009,300
26 Total expenses and disbursements. Add lines 24 and 25	3,732,591	707,349	0	3,009,300
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,621,807			
b Net investment income (if negative, enter -0-)		6,647,049		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

GFB

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	716,398	5,717,820	5,717,820
	2	Savings and temporary cash investments	6,785,265	6,347,442	6,347,442
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	38,306,507	39,584,823	41,220,637
	14	Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe: Periodic Payment Receivable - Hill's P)	4,474,978	2,254,870	2,254,870
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	50,283,148	53,904,955	55,540,769
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	9,806,365	9,806,365	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	40,476,783	44,098,590	
	30	Total net assets or fund balances (see instructions)	50,283,148	53,904,955	
	31	Total liabilities and net assets/fund balances (see instructions)	50,283,148	53,904,955	

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	50,283,148
2	Enter amount from Part I, line 27a	2	3,621,807
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	53,904,955
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,904,955

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			
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			

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

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

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

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

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

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

(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	3,159,687	60,336,342	0.052368
2010	3,037,000	60,899,633	0.049869
2009	3,092,905	57,148,730	0.054120
2008	3,258,364	63,266,841	0.051502
2007	2,108,500	42,151,923	0.050021

2 Total of line 1, column (d)	2	0.257880
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	0.051576
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	55,016,062
5 Multiply line 4 by line 3	5	2,837,508
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	66,470
7 Add lines 5 and 6	7	2,903,978
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,009,300

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	66,470
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	66,470
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	66,470
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	34,467	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	34,467	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	32,003	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0	
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ KS		
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

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 ► N/A	13	X	
14	The books are in care of ► McMorin, Inc. Telephone no ► (785) 273-5055 Located at ► 5500 SW 7th Street Topeka KS ZIP+4 ► 66606			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		☐
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X 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? ☐ 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 ► ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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?**5b** N/A**6b** X**7b** N/A**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
Bette M. Morris 140 SW Fairlawn Rd Topeka, KS 66606	President 10 00			

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

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

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

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
McMorin, Inc 5500 SW 7th Street, Topeka, KS 66606	Investment Consulting/Mgmt	289,291
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	43,507,989
b	Average of monthly cash balances	1b	10,091,011
c	Fair market value of all other assets (see instructions)	1c	2,254,870
d	Total (add lines 1a, b, and c)	1d	55,853,870
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	55,853,870
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	837,808
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,016,062
6	Minimum investment return. Enter 5% of line 5	6	2,750,803

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,750,803
2a	Tax on investment income for 2012 from Part VI, line 5	2a	66,470
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	66,470
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,684,333
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,684,333
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	2,684,333

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	3,009,300
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	3,009,300
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	66,470
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,942,830

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				2,684,333
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	18,339			
b From 2008	108,944			
c From 2009	249,962			
d From 2010	1,989			
e From 2011	172,827			
f Total of lines 3a through e	552,061			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,009,300				
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				2,684,333
e Remaining amount distributed out of corpus	324,967			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	877,028			
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				
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			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	18,339			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	858,689			
10 Analysis of line 9:				
a Excess from 2008	108,944			
b Excess from 2009	249,962			
c Excess from 2010	1,989			
d Excess from 2011	172,827			
e Excess from 2012	324,967			

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	548,105	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	6,806,293	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		7,354,398	0
13	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	7,354,398

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Mark & Bette Morris Family Foundation

Employer identification number

48-1077121

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Mark & Bette Morns Family Foundation	Employer identification number 48-1077121
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	None Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
	 Foreign State or Province Foreign Country	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Mark & Bette Morris Family Foundation

Employer identification number

48-1077121

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

Name of organization Mark & Bette Morris Family Foundation	Employer identification number 48-1077121
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$ _____ 0
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov. _____	Country _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov. _____	Country _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov. _____	Country _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov. _____	Country _____	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Pembroke Hill School

Street

5121 State Line Rd

City

Kansas City

State

MO

Zip Code

64112

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Education Support

Amount

5,000

Name

Cristo Rey Kansas City

Street

211 W Linwood

City

Kansas City

State

MO

Zip Code

64111

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

5,000

Name

Kansas City Ballet

Street

1616 Broadway

City

Kansas City

State

MO

Zip Code

64108

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Performance Arts

Amount

2,900

Name

Starlight Theater

Street

4600 Starlight Rd

City

Kansas City

State

MO

Zip Code

64132

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public program Support

Amount

3,000

Name

Junior Achievement

Street

501 SE Jefferson

City

Topeka

State

KS

Zip Code

66607

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

10,000

Name

Ronald McDonald House

Street

2502 Cherry St

City

Kansas City

State

MO

Zip Code

64108

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public program Support

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Kansas City Repertory Theatre

Street

4949 Cherry

City

Kansas City

State

MO

Zip Code

64110

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Performance Arts

Amount

11,000

Name

Texas Tech University Foundation

Street

PO Box 41162

City

Lubbock

State

TX

Zip Code

79409

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Education Support

Amount

100,000

Name

COR Backpacks for Hunger

Street

13740 Roe Ave

City

Leawood

State

KS

Zip Code

66224

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

10,000

Name

Second Presbyterian Church

Street

318 E 55th St

City

Kansas City

State

MO

Zip Code

64113

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

10,000

Name

Aspen Institute

Street

100 N Third St

City

Aspen

State

CO

Zip Code

81611

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

5,100

Name

Folds of Honor

Street

5800 N Patriot Dr

City

Owasso

State

OK

Zip Code

74055

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

3,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Grand Avenue Temple

Street

205 E 9th St

City

Kansas City

State

MO

Zip Code

64106

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

10,000

Name

UMKC Women's Center

Street

5100 Rockhill Rd

City

Kansas City

State

MO

Zip Code

64110

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

3,000

Name

MOCSA

Street

3100 Broasway

City

Kansas City

State

MO

Zip Code

64111

Foreign Country

0

Relationship

0

Foundation Status

Public

Purpose of grant/contribution

Public Program Support

Amount

3,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	See Attached Schedule		38,306,507	39,584,823	41,220,637

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Periodic Payment Receivable - Hill's Pet Nutrition	4,474,978	2,254,870	2,254,870

Part VII, Line 1 (990FF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check box if Director	Street	City	State	Zip Code	Foreign Country	Title	Agts Per Week	Compensation	Benefits	Expense Account
Bette Morris		140 SW Palaw Rd	Topeka	KS	66606		Resident	1000			
1											

MARK & BETTE MORRIS FAMILY FOUNDATION
Tax Schedules
48-1077121
Tax Year Ending 12/31/12

INVESTMENT INCOME SUMMARY

	FORM 990PF PART 1			FORM 990PF PART 1	
	Line 4	Line 11	Line 23	A Revenue & expense per books	B Net Investment Income
	Dividends & interest	Gain (Loss)	Investment Expenses		
Wells Fargo Ultra S-T Bond Fund	28,305	27,693	-	55,998	55,998
UMB Bank	268	-	(289,291)	(289,023)	(289,023)
Other Investments	10,291	4,402,108	(26,966)	4,385,433	4,385,433
Sloan Enterprises	-	(9,694)	-	(9,694)	(9,694)
Net Capital Gains	-	-	-	-	-
Hummer Windblad Venture Partners II-IV					
Interest & dividends	15			15	15
Investment Expense			(1,038)	(1,038)	(1,038)
Capital Gain (Loss)		12,522		12,522	12,522
Sloan Investments					
Interest & dividends	5			5	5
Investment Expense			(44,685)	(44,685)	(44,685)
Capital Gain (Loss)		(105,873)		(105,873)	(105,873)
Morgan Creek Partners III					
Interest & dividends	10,248			10,248	10,248
Capital Gain (Loss)		164,178		164,178	164,178
Other Investment Income		35,725		35,725	35,725
Investment expense			(124,078)	(124,078)	(124,078)
21VC Fund II LP					
Interest & dividends	748			748	748
Capital Gain (Loss)		2,153,466		2,153,466	2,153,466
Investment expense			(7,560)	(7,560)	(7,560)
Paul Royalty II, LP					
Interest & dividends	7,514			7,514	7,514
Royalty Income		173,309		173,309	173,309
Capital Gain (Loss)		(33,249)		(33,249)	(33,249)
Investment expense			(115,770)	(115,770)	(115,770)
Firebird Aurora Fund, LP					
Interest & dividends	80,434			80,434	80,434
Investment expense			(53,514)	(53,514)	(53,514)
Capital gain (loss)		128,492		128,492	128,492
Value Partners Asia, LLC					
Interest & dividends	64,423			64,423	64,423
Other Investment Income		1,155		1,155	1,155
Investment expense			(44,447)	(44,447)	(44,447)
Capital gain (loss)		25,040		25,040	25,040
Morgan Creek Opportunity Offshore					
Interest & dividends	345,854			345,854	345,854
Other Investment Income		97,269		97,269	97,269
Capital gain (loss)		(265,848)		(265,848)	(265,848)
	548,105	6,806,293	(707,349)	6,647,049	6,647,049
Federal Income taxes				(1,954)	
Kansas Income taxes				(702)	
Travel				(12,426)	
Office Expense				(860)	
Donations received				-	
Grants				(3,009,300)	
Excess of Revenue over Expenses				3,621,807	

Mark & Bette Morris Family Foundation
Tax Schedules
48-1077121
Tax Year Ending 12/31/12

	Beginning of Year <u>Book Value</u>	End of Year	
		<u>Book Value</u>	<u>Fair Mkt Value</u>
<u>Part II, Line 13 - Other Investments</u>			
Alpine Heritage Fund	-	1,000,000	1,020,651
Canyon-Agassi Charter School Fund	-	68,775	9,787
Cerebellum ATM Fund	-	1,024,486	1,024,184
Good Harbor	-	986,149	992,194
RD Legal Funding Partners	-	1,057,479	1,071,775
Morgan Creek Credit Strategies Fund	2,000,000	1,507,645	997,055
Morgan Creek Fund	2,000,000	2,000,000	2,183,544
Hummer Windblad Venture Partners	644,737	646,712	40,592
Providence MBS Offshore	2,000,000	2,000,000	2,218,940
Morgan Creek Absolute Return	8,000,000	8,000,000	5,327,442
Sloan Investment Fund I, LP	485,263	325,016	128,957
21VC Fund II, LP	761,889	1,061,498	658,809
Skylands Harbour Offshore Fund	1,038,215	1,038,215	2,738,875
Morgan Creek Opportunity Fund	8,000,000	8,177,275	9,997,964
Paul Royalty II Fund, LP	382,733	220,036	251,939
Southport Energy	1,000,000	-	-
IBS Opportunity Fund	1,500,000	1,500,000	2,721,761
Firebird Avroa Fund	1,483,694	1,639,106	1,616,839
Firebird Global Fund	700,000	700,000	1,418,320
Morgan Creek BRIC Offshore	2,000,000	2,000,000	1,821,770
Morgan Creek Dislocation Fund	1,513,996	778,667	407,929
Morgan Creek Partners, III	1,664,935	1,676,549	1,991,005
Value Partners Asia Fund, LP	3,131,045	2,177,215	2,580,305
Total, to Part II, Line 13	<u>38,306,507</u>	<u>39,584,823</u>	<u>41,220,637</u>