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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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: THE MORRIS FOUNDATION

A Employer identification number: 75-2137184

Number and street (or P O box number if mail is not delivered to street address): 3707 CAMP BOWIE BLVD.

Room/suite: 260

B Telephone number (see the instructions): (817) 882-8100

City or town: FORT WORTH — State: TX — ZIP code: 76107

C If exemption application is pending, check here ► [ ]

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

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 128,617,809.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	2,695,500.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,560,871.	5,517,916.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-3,868,366.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 178,317,343.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	18,776.	17,293.		
	12 **Total.** Add lines 1 through 11	4,406,781.	5,535,209.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	260,000.	124,000.		136,000.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	60,906.	4,866.		874.
	19 Depreciation (attach sch) and depletion L-19 Stmt	16,590.	16,590.		
	20 Occupancy	25,675.	6,419.		19,256.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	97,148.	82,039.		20,715.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	460,319.	233,914.		176,845.
	25 Contributions, gifts, grants paid	5,802,420.			5,802,420.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,262,739.	233,914.		5,979,265.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,855,958.			
	b **Net investment income** (if negative, enter 0)		5,301,295.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	1,769,093.	9,372,855.	9,372,855.
	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 sch) ►			
		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 (attach schedule) L-10a Stmt	7,452,395.	4,886,941.	5,151,557.
	b	Investments — corporate stock (attach schedule) L-10b Stmt	78,460,776.	75,291,300.	106,344,274.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	11,303,574.	7,601,641.	7,629,961.
	11	Investments — land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13 Stmt	51,447.	33,197.	44,858.
	14	Land, buildings, and equipment: basis ► 72,736.			
		Less: accumulated depreciation (attach schedule) L-14 Stmt ► 25,269.	52,074.	47,467.	23,734.
	15	Other assets (describe ► L-15 Stmt)	5,400.	5,400.	50,570.
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	99,094,759.	97,238,801.	128,617,809.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	61,034,367.	61,034,367.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	38,060,392.	36,204,434.	
	30	**Total net assets or fund balances** (see instructions)	99,094,759.	97,238,801.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	99,094,759.	97,238,801.	

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	99,094,759.
2	Enter amount from Part I, line 27a	2	-1,855,958.
3	Other increases not included in line 2 (itemize) ► ROUNDING	3	
4	Add lines 1, 2, and 3	4	97,238,801.
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	97,238,801.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES ML FW	P	Various	Various
b	PUBLICLY TRADED SECURITIES FROST	P	Various	Various
c	PUBLICLY TRADED SECURITIES FROST LTCG DIST	P	Various	Various
d	PUBLICLY TRADED SECURITIES ML NY 081	P	Various	Various
e	See Columns (a) thru (d)			

	(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	489,292.		423,914.	65,378.
b	1,243,918.		1,225,820.	18,098.
c	20,436.		0.	20,436.
d	12,303,593.		11,742,521.	561,072.
e	See Columns (e) thru (h)		168,793,453.	-4,487,481.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	65,378.
b	0.	0.	0.	18,098.
c	0.	0.	0.	20,436.
d	0.	0.	0.	561,072.
e	See Columns (i) thru (l)	0.	0.	-4,487,481.

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** -3,822,497.

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** -3,822,497.

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 (column (b) divided by column (c))
2011	5,775,732.	116,667,478.	0.049506
2010	5,497,990.	108,546,709.	0.050651
2009	4,612,486.	90,912,215.	0.050736
2008	3,227,634.	71,883,585.	0.044901
2007	4,027,580.	85,607,010.	0.047047

2	**Total** of line 1, column (d)	2	0.242841
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	0.048568
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	120,280,276.
5	Multiply line 4 by line 3	5	5,841,772.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,013.
7	Add lines 5 and 6	7	5,894,785.
8	Enter qualifying distributions from Part XII, line 4	8	5,979,265.

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)

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	53,013.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	53,013.
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	53,013.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 55,561.		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	55,561.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	449.
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	2,099.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 2,099.	**Refunded** ►	11	

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► JOSEPH A. MONTELEONE Telephone no. ► (817) 882-8100			
	Located at ► 3707 CAMP BOWIE BLVD, STE. 260 FORT WORTH TX ZIP + 4 ► 76107			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		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.)	2 b		
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__			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA C. ELSEY (FORMLY MORRIS) 3501 OVERTON VIEW CT. FORT WORTH TX 76109	TRUSTEE 1.00	0.	0.	0.
JOSEPH A. MONTELEONE 3707 CAMP BOWIE BLVD, STE. 260 FORT WORTH TX 76107	EX. DIRECTOR 36.00	260,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

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 NONE	0.
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 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
Total. Add lines 1 through 3 ►	None

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	112,814,220.
b	Average of monthly cash balances	1b	9,200,057.
c	Fair market value of all other assets (see instructions)	1c	97,678.
d	**Total** (add lines 1a, b, and c)	1d	122,111,955.
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	122,111,955.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,831,679.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	120,280,276.
6	**Minimum investment return.** Enter 5% of line 5	6	6,014,014.

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

1	Minimum investment return from Part X, line 6			1	6,014,014.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,013.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	53,013.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,961,001.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,961,001.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	5,961,001.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	5,979,265.
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	5,979,265.
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	53,013.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,926,252.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					5,961,001.
2 Undistributed income, if any, as of the end of 2012					
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	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	90,044.				
e From 2011	45,346.				
f **Total** of lines 3a through e		135,390.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 5,979,265.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2012 distributable amount					5,825,611.
e Remaining amount distributed out of corpus		153,654.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		135,390.			135,390.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		153,654.			
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			0.		
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)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		153,654.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	153,654.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

J.B. MORRIS (DECEASED 5/17/04)

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

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 SEE SCHEDULE SEE SCHEDULE TX 76102		PUBLIC CHARITIES	SCHEDULE	5,802,420.
Total ► 3a				5,802,420.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue:					
a N/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	5,560,871.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,868,366.	
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)				1,692,505.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,692,505.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
8	GAIN (LOSS)ON SALE OF PUBLICLY LISTED SECURITIES WHICH PROVIDE THE
	INVESTMENT INCOME FROM WHICH CHARITABLE DISTRIBUTIONS ARE MADE.

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 9/23/13 ▶ EXECUTIVE DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Joseph A. Monteleone, CPA	[signature]	09/23/13		P00154556

Firm's name ▶ Joseph A. Monteleone, CPA — Firm's EIN ▶ 75-2742923

Firm's address ▶ 3707 Camp Bowie Blvd., Suite 260, Fort Worth TX 76107 — Phone no. (817) 882-8100

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	Employer identification number
THE MORRIS FOUNDATION	75-2137184

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: THE MORRIS FOUNDATION

Employer identification number: 75-2137184

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK B. MORRIS ESTATE: SHEILA MORRIS UHR CRUT FROST BANK, TRUSTEE FORT WORTH TX 76109	$ 2,695,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II | Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE MORRIS FOUNDATION	75-2137184
File by the extended due date for filing your return See instructions	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	3707 CAMP BOWIE BLVD., #260	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	FORT WORTH TX 76107	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► JOSEPH A. MONTELEONE
  Telephone No. ► (817) 882-8100 FAX No. ► (817) 882-8103
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until Nov 15 , 20 13.

5 For calendar year 2012 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension See attached letter

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 65,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 65,000.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► [signature] Title ► Ex. Director Date ► 9/16/13

Originally signed 8/14/13

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545 0172

2012

Attachment Sequence No 179

Name(s) shown on return: THE MORRIS FOUNDATION

Identifying number: 75-2137184

Business or activity to which this form relates: Form 990-PF page 1

Part I — Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II — Special Depreciation Allowance and Other Depreciation (**Do not** include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III — MACRS Depreciation (**Do not** include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	14,878.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property		11,983.	7.0 yrs	HY	200 DB	1,712.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV — Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	16,590.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A — Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24 a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
27 Property used 50% or less in a qualified business use.								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B — Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C — Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name: THE MORRIS FOUNDATION

Employer Identification Number: 75-2137184

Asset Information:

Description of Property: PUBLICLY TRADED SECURITIES
Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer:
Sales Price: 178,317,343. Cost or other basis (do not reduce by depreciation): 182,185,709.
Sales Expense: Valuation Method:
Total Gain (Loss): -3,868,366. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss) Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method:
Total Gain (Loss) Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
ROYALTY INCOME	10,395.	8,912.	
PRODUCTION TAX	-369.	-369.	
(PER FORM 1099MISC)			
MISC INCOME	8,750.	8,750.	
SCH K-1 CITI HICKS MUSE			
(ITEMS INCLUDED ON			
APPROPRIATE LINES			
IN THE RETURN)			
SCH K-1 LAZARD LTD			
(ITEMS INCLUDED ON			
APPROPRIATE LINES			
IN THE RETURN)			
Total	18,776.	17,293.	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INCOME TAX PAYMENTS	55,166.	0.		0.
FOREIGN TAX WITHHELD	3,992.	3,992.		
PROPERTY TAX	1,748.	874.		874.
Total	60,906.	4,866.		874.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	195.	97.		98.
COMPUTER EXPENSE	3,489.	1,744.		1,745.
CONFERENCES AND MEETINGS	1,130.			1,130.
FEES	710.	710.		
GRANT ADMIN	3,022.			3,022.
INSURANCE EXPENSE	1,489.	744.		745.
INVESTMENT ADVISORY FEES	53,821.	53,821.		
MEMBERSHIP FEES	460.			460.
OFFICE EXPENSE	4,466.	2,233.		2,233.
OFFICE ADMINISTRATION	19,449.	9,724.		9,725.
POSTAGE	161.	81.		80.
RESEARCH AND SUBSCRIPTIONS	5,801.	5,801.		
TELEPHONE	2,955.	1,478.		1,477.
SCH K-1 CITI HICKS MUSE PTR LP	0.	5,606.		
Total	97,148.	82,039.		20,715.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
PUBLICLY TRADED SECURITIES ML NY 123	P	Various	Various
PUBLICLY TRADED SECURITIES ML NY 124	P	Various	Various
PUBLICLY TRADED SECURITIES SCH K-1 CITI HICKS MUSE	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
41,619,545.		42,767,588.	-1,148,043.
122,686,323.		126,025,865.	-3,339,542.
104.		0.	104.
Total		168,793,453.	-4,487,481.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-1,148,043.
			-3,339,542.
0.	0.	0.	104.
Total	0.	0.	-4,487,481.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOSEPH A. MONTELEONE	MGMENT AND GRANT ADMIN	260,000.	124,000.		136,000.
Total		260,000.	124,000.		136,000.

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
FURNITURE AND FIXTURES	09/01/11	60753	8679	200DB	7.00	14878	14878	
FURNITURE AND FIXTURES	03/22/12	3288		200DB	7.00	470	470	
FURNITURE AND FIXTURES	04/16/12	5050		200DB	7.00	721	721	
FURNITURE AND FIXTURES	06/01/12	3645		200DB	7.00	521	521	
Total							16590	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
SEE SCHEDULES ATTACHED			4,886,941.	5,151,557.
Total			4,886,941.	5,151,557.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
SEE SCHEDULES ATTACHED	75,291,300.	106,344,274.
Total	75,291,300.	106,344,274.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
SEE SCHEDULES ATTACHED	7,601,641.	7,629,961.
Total	7,601,641.	7,629,961.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
LIMITED PARTNERSHIP INTEREST	33,197.	44,858.

Form 990-PF, Page 2, Part II, Line 13 Continued
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Total	33,197.	44,858.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
FURNITURE AND FIXTURES	72,736.	25,269.	47,467.
Total	72,736.	25,269.	47,467.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
IMPREST EXPENSE ACCOUNT	5,400.	5,400.	0.
MINERAL ROYALTY INTEREST	0.	0.	50,570.
Total	5,400.	5,400.	50,570.

THE MORRIS FOUNDATION
FORM 990-PF, PART II INVESTMENTS
12/31/12

	END OF YEAR		END OF YEAR	
	BOOK VALUE	FMV	BOOK VALUE	FMV
LINE 10a				
MERRILL LYNCH ACCT 84004081	0	0		5,151,557
MERRILL LYNCH ACCT 5522107	0	0	0	0
BOOK VALUE			4,886,941	
	0	0	4,886,941	5,151,557
LINE 10b				
MERRILL LYNCH ACCT 84004081				27,777,510
MERRILL LYNCH ACCT 84004082				27,220,000
MERRILL LYNCH ACCT 84004123				1,058,194
MERRILL LYNCH ACCT 84004124				3,143,596
MERRILL LYNCH ACCT 5522107				45,709,689
FROST WC793				1,435,285
BOOK VALUE			75,291,300	
			75,291,300	106,344,274
LINE 10C				
MERRILL LYNCH ACCT 84004081				5,315,158
MERRILL LYNCH ACCT 5522107				1,014,071
FROST WC793				1,300,732
BOOK VALUE			7,601,641	
			7,601,641	7,629,961

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2012 - December 31, 2012

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	8,681,204	9,099,279	.15	1,158.85	**8,912,329**
Bank of America RI, N.A.	246,030	246,002	.15	31.33	**246,031**
TOTAL ML Bank Deposit Program	8,927,234			1,190.18	**9,158,360**

ITEMS FOR ATTENTION

Security	Message	Date	Security	Message	Date
JP MORGAN CHASE & CO	Maturing	01/02/13			

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	11,182.07	11,182.07		**11,182.07**		
ML BANK DEPOSIT PROGRAM	9,158,360.00	9,158,360.00	1.0000	**9,158,360.00**	**13,738**	.15
TOTAL		9,169,542.07		**9,169,542.07**	**13,738**	.15

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TRSY INFLATION NOTE	03/19/09	500,000	631,541.83	103.1950	**645,954.26**	14,412.43	4,592.39	**12,519**	1.93

2.00% JAN 15 2014 INFL ADJ PRIN 625 955
*MOODY'S. AAA S&P: *** CUSIP: 912828BW9*
ORIGINAL UNIT/TOTAL COST. 119 1795/595,897.86

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TRSY INFLATION NOTE 1.625% JAN 15 2015 INFL ADJ PRIN 605,725 MOODY'S: AAA S&P: *** CUSIP: 912828DH0 ORIGINAL UNIT/TOTAL COST: 113.4878/567,439.22	03/19/09	500,000	611,247.67	106.2420	**643,534.35**	32,286.68	3,731.32	**9,843**	1.52
Δ U.S. TRSY INFLATION NOTE 2.0% JAN 15 2016 INFL ADJ PRIN 582,735 MOODY'S: AAA S&P: *** CUSIP: 912828ET3 ORIGINAL UNIT/TOTAL COST: 112.0923/560,461 79	03/19/09	500,000	596,124.75	110.8750	**646,107.43**	49,982.68	4,592.39	**11,655**	1.80
Δ U.S. TRSY INFLATIN NTE 2.375% JAN 15 2017 INFL ADJ PRIN 573,525 MOODY'S: AAA S&P: *** CUSIP: 912828GD6 ORIGINAL UNIT/TOTAL COST: 113.8601/569,300 96	03/19/09	500,000	598,146.11	116.2270	**666,590.90**	68,444.79	5,453.46	**13,622**	2.04
Δ U.S. TRSY INFLATION NOTE 1.625% JAN 15 2018 INFL ADJ PRIN 552,085 MOODY'S: AAA S&P: *** CUSIP: 912828HN3 ORIGINAL UNIT/TOTAL COST: 104.9519/524,759.93	03/19/09	500,000	564,713.73	115.9770	**640,291.62**	75,577.89	3,731.32	**8,972**	1.40
Δ U.S. TRSY INFLATION NTE 2.125% JAN 15 2019 INFL ADJ PRIN 538,705 MOODY'S: AAA S&P: *** CUSIP: 912828JX9 ORIGINAL UNIT/TOTAL COST: 133.3538/666,769.07	12/07/12	500,000	665,310.25	121.4140	**654,063.29**	(11,246.96)	4,879.42	**11,448**	1.75
Δ U.S. TRSY INFLATION NTE 1.375% JAN 15 2020 INFL ADJ PRIN 534,855 MOODY'S: AAA S&P: *** CUSIP: 912828MF4 ORIGINAL UNIT/TOTAL COST: 129.4113/647,056 72	12/07/12	500,000	645,920.48	118.5390	**634,011.77**	(11,908.71)	3,157.27	**7,354**	1.15

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TRSY INFLATION NTE 1.125% JAN 15 2021 INFL ADJ PRIN 528 725 MOODY'S: AAA S&P: ··· CUSIP: 912828PP9 ORIGINAL UNIT/TOTAL COST. 126 9699/634,849.92	12/07/12	500,000	633,884.91	117.4530	**621,003.37**	(12,881.54)	2,583.22	**5,948**	.95
TOTAL		4,000,000	4,946,889.73		**5,151,556.99**	204,667.26	32,720.79	**81,361**	1.58

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ JP MORGAN CHASE & CO SUBORDINATED GLB 05.750% JAN 02 2013 MOODY'S: A3 S&P: A- CUSIP: 46625HAT7 ORIGINAL UNIT/TOTAL COST: 108.6261/271,565.35	06/29/10	250,000	250,024.50	100.0000	**250,000.00**	(24.50)	7,147.57	**14,375**	5.75
Δ VERIZON COMMUNICATIONS GLB 05.250% APR 15 2013 MOODY'S: A3 S&P: A- CUSIP: 92343VAN4 ORIGINAL UNIT/TOTAL COST: 104.4412/156,661.85	03/11/09	150,000	150,506.18	101.3690	**152,053.50**	1,547.32	1,662.50	**7,875**	5.17
Δ MERRILL LYNCH & CO NOTES SER MTN GLB 06.150% APR 25 2013 MOODY'S: BAA2 S&P: A- CUSIP: 59018YN56 ORIGINAL UNIT/TOTAL COST: 109 0840/545,420 35	07/23/10	500,000	505,402.98	101.6050	**508,025.00**	2,622.02	5,637.50	**30,750**	6.05
Δ GLAXOSMITHKLINE CAPITAL COMPANY GUARNT GLB 04 850% MAY 15 2013 MOODY'S: A1 S&P: A+ CUSIP: 377372AC1 ORIGINAL UNIT/TOTAL COST 105 7265/370 0-2 85	03/10/09	350,000	351,899.28	101.6780	**355,873.00**	3,973.72	2,169.03	**16,975**	4.76
Δ BRISTOL-MYERS SQUIBB 05 250% AUG 15 2013 MOODY'S A2 S&P A+ CUSIP 110122AL2 ORIGINAL UNIT/TOTAL COST 107 4477/322,343 35	03/10/09	300,000	303,345.46	102 9970	**308,991.00**	5,645.54	5,950 00	**15,750**	5.09

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	05/04/07	2,000	57.9021	115,804.25	65.5000	**131,000.00**	15,195.75	**1,121**	.85
CATERPILLAR INC DEL	CAT	07/30/02	4,000	22.6362	90,545.00	89.6085	358,434.00	267,889.00	8,320	2.32
		02/05/04	2,000	38.1800	76,360.00	89.6085	179,217.00	102,857.00	4,160	2.32
		03/17/04	2,000	38.5450	77,090.00	89.6085	179,217.00	102,127.00	4,160	2.32
		05/11/04	400	36.5775	14,631.00	89.6085	35,843.40	21,212.40	832	2.32
		05/11/04	1,600	36.5806	58,529.00	89.6085	143,373.60	84,844.60	3,328	2.32
		05/17/04	10,000	36.7875	367,875.00	89.6085	896,085.00	528,210.00	20,800	2.32
Subtotal			*20,000*		*685,030.00*		***1,792,170.00***	*1,107,140.00*	***41,600***	*2.32*
CITIGROUP INC COM NEW	C	11/15/01	200	465.9139	93,182.78	39.5600	7,912.00	(85,270.78)	8	.10
		02/05/04	100	483.6000	48,360.00	39.5600	3,956.00	(44,404.00)	4	.10
		03/17/04	100	507.4000	50,740.00	39.5600	3,956.00	(46,784.00)	4	.10
		05/11/04	100	457.3000	45,730.00	39.5600	3,956.00	(41,774.00)	4	.10
		05/17/04	1,000	450.6500	450,650.00	39.5600	39,560.00	(411,090.00)	40	.10
		02/03/05	500	490.0100	245,005.00	39.5600	19,780.00	(225,225.00)	20	.10
Subtotal			*2,000*		*933,667.78*		***79,120.00***	*(854,547.78)*	***80***	*.10*
CONAGRA FOODS INC	CAG	05/01/08	10,000	23.8614	238,614.35	29.5000	**295,000.00**	56,385.65	**10,000**	3.38
CVR XO HOLDINGS XPN *PARENT ML # 800W4*		N/A	32	N/A	N/A	N/A	**N/A**	N/A		
EXXON MOBIL CORP COM	XOM	05/01/00	200	39.4794	7,895.88	86.5500	17,310.00	9,414.12	456	2.63
		11/15/01	4,800	37.0104	177,650.35	86.5500	415,440.00	237,789.65	10,944	2.63
		05/17/04	5,000	43.2750	216,375.00	86.5500	432,750.00	216,375.00	11,400	2.63
		03/08/05	3,000	63.4314	190,294.35	86.5500	259,650.00	69,355.65	6,840	2.63
		03/15/05	2,000	60.7836	121,567 25	86.5500	173,100.00	51,532.75	4,560	2.63
		07/07/05	3,000	59.3417	178,025.25	86.5500	259,650.00	81,624.75	6,840	2.63
		01/26/06	2,000	60.3426	120,685.25	86.5500	173,100.00	52,414.75	4,560	2 63
Subtotal			*20,000*		*1,012,493.33*		***1,731,000.00***	*718,506.67*	***45,600***	*2.63*

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
FACEBOOK INC	FB	05/22/12	600	31.8789	19,127.35	26.6197	15,971.82	(3,155.53)		
CLASS A COMMON STOCK		05/22/12	4,400	31.8900	140,316.00	26.6197	117,126.68	(23,189.32)		
Subtotal			*5,000*		*159,443.35*		***133,098.50***	*(26,344.85)*		
INTL BUSINESS MACHINES	IBM	05/16/00	200	108.2347	21,646.95	191.5500	38,310.00	16,663.05	680	1.77
CORP IBM		07/30/02	400	71.7163	28,686.55	191.5500	76,620.00	47,933.45	1,361	1.77
		07/30/02	400	71.6611	28,664.45	191.5500	76,620.00	47,955.55	1,361	1.77
		05/17/04	4,000	85.5900	342,360.00	191.5500	766,200.00	423,840.00	13,601	1.77
Subtotal			*5,000*		*421,357.95*		***957,750.00***	*536,392.05*	***17,003***	*1.77*
KIMBERLY CLARK	KMB	05/01/08	4,000	64.1055	256,422.15	84.4300	**337,720.00**	81,297.85	**11,841**	3.50
LEGGETT&PLATT INC PV1CT	LEG	05/17/04	564,228	22.2299	12,542,788.34	27.2200	15,358,286.16	2,815,497.82	654,509	4.26
		05/17/04	10,000	22.2300	222,300.10	27.2200	272,200.00	49,899.90	11,601	4.26
		06/06/07	10,000	24.0291	240,291.31	27.2200	272,200.00	31,908.69	11,601	4.26
Subtotal			*584,228*		*13,005,379.75*		***15,902,686.16***	*2,897,306.41*	***677,711***	*4.26*
MICROSOFT CORP	MSFT	05/17/04	100,000	25.6050	2,560,500.00	26.7097	**2,670,970.00**	110,470.00	**91,999**	3.44
REYNOLDS AMERICAN INC	RAI	01/14/03	6,000	11.3200	67,920.00	41.4300	248,580.00	180,660.00	14,161	5.69
		03/20/03	8,000	8.6506	69,205.00	41.4300	331,440.00	262,235.00	18,881	5.69
		06/06/03	5,200	9.1159	47,403.00	41.4300	215,436.00	168,033.00	12,273	5.69
		06/06/03	18,800	9.1350	171,738.00	41.4300	778,884.00	607,146.00	44,369	5.69
		02/05/04	4,000	14.8050	59,220.00	41.4300	165,720.00	106,500.00	9,441	5.69
		01/26/06	8,000	24.8121	198,497.25	41.4300	331,440.00	132,942.75	18,881	5.69
Subtotal			*50,000*		*613,983.25*		***2,071,500.00***	*1,457,516.75*	***118,006***	*5.69*
SOUTHERN COMPANY	SO	06/07/07	5,000	34.5942	172,971.00	42.8100	**214,050.00**	41,079.00	**9,801**	4.57
WAL-MART STORES INC	WMT	07/25/07	5,000	47.8810	239,405.35	68.2300	341,150.00	101,744.65	7,951	2.33
		05/01/08	5,000	58.0218	290,109.35	68.2300	341,150.00	51,040.65	7,951	2.33
Subtotal			*10,000*		*529,514.70*		***682,300.00***	*152,785.30*	***15,902***	*2.33*
TOTAL					20,705,181.86		**26,998,364.66**	6,293,182.80	**1,040,664**	3.85

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
ABBOTT LABS	ABT	Neutral (A27)	Buy	Buy
CATERPILLAR INC DEL	CAT	Neutral (B27)	Buy	Buy
CITIGROUP INC COM NEW	C	Buy (B17)	Hold	Buy
CONAGRA FOODS INC	CAG	Buy (B17)	Hold	Buy
EXXON MOBIL CORP COM	XOM	Buy (A17)	Buy	Buy
FACEBOOK INC	FB	Buy (C19)	Buy	Hold
INTL BUSINESS MACHINES	IBM	Neutral (B27)	Hold	Buy
KIMBERLY CLARK	KMB	Buy (A17)	Hold	Hold
MICROSOFT CORP	MSFT	Buy (B17)	Buy	Buy
REYNOLDS AMERICAN INC	RAI	Neutral (B27)	Hold	Hold
SOUTHERN COMPANY	SO	N/A	Hold	Hold
WAL-MART STORES INC	WMT	Buy (A17)	Buy	Buy

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
DWS HIGH INCOME OPPOR *FUND INC* *SYMBOL: DHG Initial Purchase:11/21/06* *Fixed Income 100%*	7,500	294,478.50	15.1600	**113,700.00**	(180,778.50)	294,478	**(180,778)**	**9,361**	8.23
ISHARES IBOXX $ *INVT GRADE CORP BD FUND* *SYMBOL: LQD Initial Purchase:04/16/10* *Fixed Income 100%*	5,500	588,779.05	120.9900	**665,445.00**	76,665.95	588,779	**76,665**	**25,454**	3.82
Subtotal (Fixed Income)				779,145.00					

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOTAL		883,257.55		**779,145.00**	(104,112.55)		**(104,113)**	**34,815**	4.47

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	40,809,436.57	**47,413,766.67**	6,604,330.10	111,165.02	**1,430,896**	3.02

Notes
Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion
[1] Some agency securities are not backed by the full faith and credit of the United States government.
*** Rating currently unavailable or not rated/unrated as provided by Rating Agency or recognized industry wide third party vendor source.
< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor.
Total values exclude N/A items
For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income	Income Year To Date
12/03	Non Rept Int		COOK CO IL SCH DT#149 E	6,670.00	

YOUR EMA SUBACCOUNT ASSETS

December 01, 2012 - December 31, 2012

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LEGGETT&PLATT INC PV1CT	LEG	12/29/86	153,848	0.0300	4,615.44	27.2200	4,187,742.56	4,183,127.12	178,465	4.26
		12/30/86	6,680	0.0300	200.40	27.2200	181,829.60	181,629.20	7,749	4.26
		12/31/87	39,472	0.0300	1,184.16	27.2200	1,074,427.84	1,073,243.68	45,788	4.26
		12/31/87	188,528	0.0300	5,655.84	27.2200	5,131,732.16	5,126,076.32	218,694	4.26
		12/18/90	11,472	0.0299	344.15	27.2200	312,267.84	311,923.69	13,308	4.26
		12/18/90	19,448	0.0300	583.45	27.2200	529,374.56	528,791.11	22,560	4.26
		12/30/94	74,780	0.0300	2,243.40	27.2200	2,035,511.60	2,033,268.20	86,746	4.26
		05/17/04	105,772	22.2299	2,351,311.47	27.2200	2,879,113.84	527,802.37	122,697	4.26
		05/17/04	200,000	22.2299	4,445,999.93	27.2200	5,444,000.00	998,000.07	232,002	4.26
		05/17/04	200,000	22.2300	4,446,000.07	27.2200	5,444,000.00	997,999.93	232,002	4.26
Subtotal			*1,000,000*		*11,258,138.31*		***27,220,000.00***	*15,961,861.69*	***1,160,011***	*4.26*
TOTAL					11,258,138.31		**27,220,000.00**	15,961,861.69	**1,160,011**	4.26

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	11,258,138.31	**27,220,000.00**	15,961,861.69		**1,160,011**	4.26

YOUR EMA SUBACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income	Income Year To Date
	Subtotal (Taxable Interest)				*41.80*
12/27	* Dividend		LEGGETT&PLATT INC PV1CT HOLDING 1000000.0000 PAY DATE 12/27/2012	290,000.00	
	Subtotal (Taxable Dividends)			*290,000.00*	*1,420,000.00*
	NET TOTAL			**290,000.00**	**1,420,041.80**

YOUR EMA SUBACCOUNT ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
APPLE INC	AAPL	08/16/12	37	819.1424	30,308.27✦	532.1729	19,690.40	(10,617.87)	393	1.99
		09/13/12	3	870.1200	2,610.36✦	532.1729	1,596.52	(1,013.84)	32	1.99
		09/13/12	1	840.8800	840.88✦	532.1729	532.17	(308.71)	11	1.99
		09/13/12	44	874.2938	38,468.93✦	532.1729	23,415.61	(15,053.32)	467	1.99
		11/13/12	15	545.7960	8,186.94	532.1729	7,982.59	(204.35)	159	1.99
		11/16/12	2	550.0050	1,100.01✦	532.1729	1,064.35	(35.66)	22	1.99
		12/17/12	64	513.3017	32,851.31	532.1729	34,059.07	1,207.76	679	1.99
Subtotal			*166*		*114,366.70*		***88,340.71***	*(26,025.99)*	***1,763***	*1.99*
EAGLE MATERIALS INC	EXP	11/08/12	478	55.7159	26,632.23✦	58.5000	27,963.00	1,330.77	192	.68
		12/13/12	1,074	55.2089	59,294.36	58.5000	62,829.00	3,534.64	430	.68
Subtotal			*1,552*		*85,926.59*		***90,792.00***	*4,865.41*	***622***	*.68*
FACEBOOK INC	FB	11/01/12	1,036	24.4051	25,283.75✦	26.6197	27,578.01	2,294.26		
CLASS A COMMON STOCK		11/01/12	143	24.4011	3,489.37✦	26.6197	3,806.62	317.25		
		11/14/12	1,029	21.9269	22,562.88	26.6197	27,391.67	4,828.79		
		11/14/12	1,077	22.0970	23,798.47	26.6197	28,669.42	4,870.95		
		11/14/12	1,182	22.1369	26,165.93	26.6197	31,464.49	5,298.56		
		11/14/12	878	21.8729	19,204.49	26.6197	23,372.10	4,167.61		
		11/21/12	1,180	24.2816	28,652.29	26.6197	31,411.25	2,758.96		
		11/21/12	1,111	24.2672	26,960.97	26.6197	29,574.49	2,613.52		
		11/21/12	1,173	24.2664	28,464.49	26.6197	31,224.91	2,760.42		
Subtotal			*8,809*		*204,582.64*		***234,492.96***	*29,910.32*		
GOLDMAN SACHS GROUP INC	GS	12/20/12	669	128.3143	85,842.33	127.5600	**85,337.64**	(504.69)	**1,339**	1.56
GOOGLE INC CL A	GOOG	12/13/12	9	715.9200	6,443.28	707.3800	6,366.42	(76.86)		
		12/13/12	100	727.5735	72,757.35✦	707.3800	70,738.00	(2,019.35)		
Subtotal			*109*		*79,200.63*		***77,104.42***	*(2,096.21)*		

YOUR EMA SUBACCOUNT ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
GREEN MOUNTN COFFEE ROS	GMCR	12/05/12	88	41.2829	3,632.90✦	41.3400	3,637.92	5.02		
		12/05/12	869	42.7194	37,123.19✦	41.3400	35,924.46	(1,198.73)		
		12/05/12	48	43.4450	2,085.36✦	41.3400	1,984.32	(101.04)		
		12/05/12	58	42.3963	2,458.99✦	41.3400	2,397.72	(61.27)		
		12/18/12	1,028	41.0797	42,230.03	41.3400	42,497.52	267.49		
		12/19/12	405	41.8666	16,956.01	41.3400	16,742.70	(213.31)		
		12/20/12	924	42.5757	39,339.95	41.3400	38,198.16	(1,141.79)		
Subtotal			*3,420*		*143,826.43*		***141,382.80***	*(2,443.63)*		
LINKEDIN CORP	LNKD	12/24/12	333	115.7491	38,544.48	114.8200	38,235.06	(309.42)		
CLASS A COMMON STOCK		12/24/12	330	116.0619	38,300.43	114.8200	37,890.60	(409.83)		
Subtotal			663		*76,844.91*		***76,125.66***	*(719.25)*		
NIKE INC CL B	NKE	12/21/12	1,430	52.5869	75,199.34	51.6000	73,788.00	(1,411.34)	601	.81
		12/24/12	1,476	52.9660	78,177.82	51.6000	76,161.60	(2,016.22)	620	.81
Subtotal			*2,906*		*153,377.16*		***149,949.60***	*(3,427.56)*	***1,221***	*.81*
QIHOO 360 TECHNOLOGIES	QIHU	12/18/12	850	28.6647	24,365.02✦	29.6900	25,236.50	871.48		
CO LT		12/18/12	98	29.7405	2,914.57✦	29.6900	2,909.62	(4.95)		
		12/18/12	166	29.7227	4,933.98✦	29.6900	4,928.54	(5.44)		
Subtotal			*1,114*		*32,213.57*		***33,074.66***	*861.09*		
TOYOTA MOTOR CORP ADR	TM	12/18/12	525	88.9852	46,717.28	93.2500	48,956.25	2,238.97	722	1.47
		12/18/12	350	89.1699	31,209.47	93.2500	32,637.50	1,428.03	481	1.47
Subtotal			875		*77,926.75*		***81,593.75***	*3,667.00*	***1,203***	*1.47*
TOTAL					1,054,107.71		**1,058,194.20**	4,086.49	**6,148**	.58

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	1,531,341.15	**1,535,427.64**	4,086.49		**6,638**	.43

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR EMA SUBACCOUNT ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
APPLE INC	AAPL	08/16/12	108	819.1436	88,467.51✦	532.1729	57,474.67	(30,992.84)	1,145	1.99
		09/13/12	3	870.1166	2,610.35✦	532.1729	1,596.52	(1,013.83)	32	1.99
		09/13/12	3	903.5533	2,710.66✦	532.1729	1,596.52	(1,114.14)	32	1.99
		09/13/12	138	874.2947	120,652.67✦	532.1729	73,439.86	(47,212.81)	1,463	1.99
		11/13/12	39	545.7956	21,286.03	532.1729	20,754.74	(531.29)	414	1.99
		11/16/12	8	550.0062	4,400.05✦	532.1729	4,257.38	(142.67)	85	1.99
		12/17/12	192	513.3015	98,553.90	532.1729	102,177.20	3,623.30	2,036	1.99
Subtotal			*491*		*338,681.17*		**261,296.89**	*(77,384.28)*	***5,207***	1.99
EAGLE MATERIALS INC	EXP	11/08/12	1,419	55.7159	79,060.98✦	58.5000	83,011.50	3,950.52	568	.68
		12/13/12	3,197	55.2088	176,502.85	58.5000	187,024.50	10,521.65	1,279	.68
Subtotal			*4,616*		*255,563.83*		**270,036.00**	*14,472.17*	***1,847***	.68
FACEBOOK INC	FB	11/14/12	3,080	21.8770	67,381.16	26.6197	81,988.68	14,607.52		
CLASS A COMMON STOCK		11/14/12	3,036	21.8730	66,406.43	26.6197	80,817.41	14,410.98		
		11/14/12	3,061	21.9270	67,118.55	26.6197	81,482.90	14,364.35		
		11/14/12	3,203	22.0969	70,776.69	26.6197	85,262.90	14,486.21		
		11/14/12	3,515	22.1370	77,811.56	26.6197	93,568.25	15,756.69		
		11/21/12	3,507	24.2815	85,155.57	26.6197	93,355.29	8,199.72		
		11/21/12	3,302	24.2672	80,130.62	26.6197	87,898.25	7,767.63		
		11/21/12	3,489	24.2664	84,665.47	26.6197	92,876.13	8,210.66		
Subtotal			*26,193*		599,446.05		**697,249.81**	97,803.76		
GOLDMAN SACHS GROUP INC	GS	12/20/12	1,991	128.3143	255,473.97	127.5600	**253,971.96**	(1,502.01)	**3,983**	1.56
GOOGLE INC CL A	GOOG	12/13/12	27	715.9200	19,329.84	707.3800	19,099.26	(230.58)		
		12/13/12	297	727.5734	216,089.32✦	707.3800	210,091.86	(5,997.46)		
Subtotal			*324*		*235,419.16*		**229,191.12**	*(6,228.04)*		

YOUR EMA SUBACCOUNT ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
GREEN MOUNTN COFFEE ROS	GMCR	12/05/12	261	41.2829	10,774.84✦	41.3400	10,789.74	14.90		
		12/05/12	2,585	42.7194	110,429.74✦	41.3400	106,863.90	(3,565.84)		
		12/05/12	144	43.4449	6,256.07✦	41.3400	5,952.96	(303.11)		
		12/05/12	169	42.3962	7,164.97✦	41.3400	6,986.46	(178.51)		
		12/18/12	3,058	41.0798	125,622.04	41.3400	126,417.72	795.68		
		12/19/12	1,205	41.8666	50,449.37	41.3400	49,814.70	(634.67)		
		12/20/12	2,755	42.5756	117,296.05	41.3400	113,891.70	(3,404.35)		
Subtotal			*10,177*		*427,993.08*		***420,717.18***	*(7,275.90)*		
LINKEDIN CORP	LNKD	12/24/12	990	115.7492	114,591.71	114.8200	113,671.80	(919.91)		
CLASS A COMMON STOCK		12/24/12	984	116.0619	114,204.91	114.8200	112,982.88	(1,222.03)		
Subtotal			*1,974*		*228,796.62*		***226,654.68***	*(2,141.94)*		
NIKE INC CL B	NKE	12/21/12	4,256	52.5869	223,810.06	51.6000	219,609.60	(4,200.46)	1,788	.81
		12/24/12	4,388	52.9660	232,414.81	51.6000	226,420.80	(5,994.01)	1,844	.81
Subtotal			*8,644*		*456,224.87*		***446,030.40***	*(10,194.47)*	**3,632**	.81
QIHOO 360 TECHNOLOGIES	QIHU	12/18/12	2,525	28.6647	72,378.37✦	29.6900	74,967.25	2,588.88		
CO LT		12/18/12	295	29.7404	8,773.42✦	29.6900	8,758.55	(14.87)		
		12/18/12	495	29.7228	14,712.79✦	29.6900	14,696.55	(16.24)		
Subtotal			*3,315*		*95,864.58*		***98,422.35***	*2,557.77*		
TOYOTA MOTOR CORP ADR	TM	12/18/12	1,561	88.9852	138,906.05	93.2500	145,563.25	6,657.20	2,145	1.47
		12/18/12	1,013	89.1699	90,329.11	93.2500	94,462.25	4,133.14	1,392	1.47
Subtotal			*2,574*		*229,235.16*		***240,025.50***	*10,790.34*	**3,537**	1.47
TOTAL					3,122,698.49		**3,143,595.89**	20,897.40	**18,206**	.58

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	4,544,242.86	**4,565,140.26**	20,897.40		**19,666**	.43

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
BARCLAYS BANK PLC	07/19/10	150,000	150,000.00	97.3930	**146,089.50**	(3,910.50)	1,821.87	**4,125**	2.82
SER MTN 02.750% JUL 22 2015									
MOODY'S: A2 S&P: A+< CUSIP: 06738JKN3									
HSBC FINANCE CORP	08/16/10	150,000	150,000.00	102.0490	**153,073.50**	3,073.50	1,841.67	**4,875**	3.18
SER NOTZ 03.250% AUG 15 2015									
*MOODY'S: *** S&P: A CUSIP: 40429XXT8*									
DOW CHEMICAL CO/THE	12/13/10	150,000	150,000.00	100.4530	**150,679.50**	679.50	200.00	**4,500**	2.98
SER NOT1 03.000% DEC 15 2015									
MOODY'S: BAA2 S&P: BBB CUSIP: 26054LLC5									
PAR CALL DATE: 12/15/11 PAR CALL PRICE: 100.00									
GENERAL ELEC CAP CORP	08/16/10	150,000	150,000.00	105.6080	**158,412.00**	8,412.00	2,266.67	**6,000**	3.78
04.000% AUG 15 2019									
MOODY'S: A1 S&P: AA+ CUSIP: 36966R7G5									
TOTAL		1,000,000	997,526.25		**1,014,071.00**	16,544.75	12,172.57	**34,750**	3.43

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	02/16/07	3,300	52.5600	173,448.00	65.5000	216,150.00	42,702.00	1,849	.85
		02/16/07	1,700	52.5700	89,369.00	65.5000	111,350.00	21,981.00	953	.85
		03/07/11	2,500	48.4876	121,219.00	65.5000	163,750.00	42,531.00	1,401	.85
		08/02/12	2,500	65.9975	164,993.80	65.5000	163,750.00	(1,243.80)	1,401	.85
Subtotal			10,000		549,029.80		**655,000.00**	105,970.20	**5,604**	.85

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ALTRIA GROUP INC	MO	10/27/09	12,000	18.2300	218,760.00	31.4400	377,280.00	158,520.00	21,121	5.59
		12/29/09	8,000	19.9199	159,359.20	31.4400	251,520.00	92,160.80	14,081	5.59
		02/02/10	5,000	19.9492	99,746.00	31.4400	157,200.00	57,454.00	8,801	5.59
		03/07/11	5,000	25.5199	127,599.50	31.4400	157,200.00	29,600.50	8,801	5.59
Subtotal			*30,000*		*605,464.70*		***943,200.00***	*337,735.30*	***52,804***	5.59
AMEREN CORP	AEE	01/25/07	200	53.3000	10,660.00	30.7200	6,144.00	(4,516.00)	320	5.20
		01/25/07	100	53.3100	5,331.00	30.7200	3,072.00	(2,259.00)	160	5.20
		01/25/07	1,200	53.3200	63,984.00	30.7200	36,864.00	(27,120.00)	1,920	5.20
		01/25/07	3,500	53.3300	186,655.00	30.7200	107,520.00	(79,135.00)	5,600	5.20
		03/09/07	900	50.4000	45,360.00	30.7200	27,648.00	(17,712.00)	1,440	5.20
		03/09/07	400	50.4100	20,164.00	30.7200	12,288.00	(7,876.00)	640	5.20
		03/09/07	200	50.4200	10,084.00	30.7200	6,144.00	(3,940.00)	320	5.20
		03/09/07	700	50.4300	35,301.00	30.7200	21,504.00	(13,797.00)	1,120	5.20
		03/09/07	300	50.4400	15,132.00	30.7200	9,216.00	(5,916.00)	480	5.20
		05/02/07	2,500	53.8800	134,700.00	30.7200	76,800.00	(57,900.00)	4,000	5.20
Subtotal			*10,000*		*527,371.00*		***307,200.00***	*(220,171.00)*	***16,000***	5.20
APACHE CORP	APA	05/17/04	5,000	41.1150	205,575.00	78.5000	392,500.00	186,925.00	3,400	.86
		05/04/05	1,000	54.6100	54,610.00	78.5000	78,500.00	23,890.00	680	.86
		02/22/06	500	69.2300	34,615.00	78.5000	39,250.00	4,635.00	340	.86
		02/22/06	600	69.2400	41,544.00	78.5000	47,100.00	5,556.00	408	.86
		02/22/06	100	69.2500	6,925.00	78.5000	7,850.00	925.00	68	.86
		02/22/06	800	69.3100	55,448.00	78.5000	62,800.00	7,352.00	544	.86
		08/01/06	2,000	69.5700	139,140.00	78.5000	157,000.00	17,860.00	1,360	.86
		12/29/09	2,000	105.3111	210,622.20	78.5000	157,000.00	(53,622.20)	1,360	.86
Subtotal			*12,000*		*748,479.20*		***942,000.00***	*193,520.80*	***8,160***	.86

THE MORRIS FOUNDATION

Account Number: 552-02107

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AT&T INC	T	03/15/05	5,000	24.0600	120,300.00	33.7100	168,550.00	48,250.00	9,001	5.33
		03/15/05	5,000	23.8800	119,400.00	33.7100	168,550.00	49,150.00	9,001	5.33
		05/04/05	5,000	23.8500	119,250.00	33.7100	168,550.00	49,300.00	9,001	5.33
		01/17/07	5,000	34.6500	173,250.00	33.7100	168,550.00	(4,700.00)	9,001	5.33
		10/09/09	5,000	25.7199	128,599.50	33.7100	168,550.00	39,950.50	9,001	5.33
		05/24/11	5,000	31.2791	156,395.50	33.7100	168,550.00	12,154.50	9,001	5.33
Subtotal			*30,000*		*817,195.00*		***1,011,300.00***	*194,105.00*	***54,006***	5.33
AUTOMATIC DATA PROC	ADP	10/27/09	5,000	40.3599	201,799.50	56.9300	284,650.00	82,850.50	8,701	3.05
		06/16/10	5,000	42.3967	211,983.50	56.9300	284,650.00	72,666.50	8,701	3.05
Subtotal			*10,000*		*413,783.00*		***569,300.00***	*155,517.00*	***17,402***	3.05
BANK OF AMERICA CORP	BAC	02/13/06	5,000	43.4900	217,450.00	11.6100	58,050.00	(159,400.00)	200	.34
		02/15/06	3,000	44.3500	133,050.00	11.6100	34,830.00	(98,220.00)	120	.34
		05/17/07	500	51.1500	25,575.00	11.6100	5,805.00	(19,770.00)	20	.34
		05/17/07	1,500	51.1600	76,740.00	11.6100	17,415.00	(59,325.00)	60	.34
		06/08/07	2,000	50.3000	100,600.00	11.6100	23,220.00	(77,380.00)	80	.34
		07/25/07	1,100	48.2500	53,075.00	11.6100	12,771.00	(40,304.00)	44	.34
		07/25/07	1,900	48.2600	91,694.00	11.6100	22,059.00	(69,635.00)	76	.34
Subtotal			*15,000*		*698,184.00*		***174,150.00***	*(524,034.00)*	**600**	.34
BP PLC SPON ADR	BP	10/06/11	3,000	35.8688	107,606.40	41.6400	124,920.00	17,313.60	6,480	5.18
		11/02/11	2,000	43.2655	86,531.00	41.6400	83,280.00	(3,251.00)	4,320	5.18
		04/16/12	3,000	42.4780	127,434.16	41.6400	124,920.00	(2,514.16)	6,480	5.18
Subtotal			*8,000*		*321,571.56*		***333,120.00***	*11,548.44*	***17,280***	5.18
BRISTOL-MYERS SQUIBB CO	BMY	10/27/09	8,000	22.2892	178,313.60	32.5900	260,720.00	82,406.40	11,201	4.29
		07/13/10	4,000	25.5067	102,026.80	32.5900	130,360.00	28,333.20	5,600	4.29
		03/07/11	3,000	26.4072	79,221.60	32.5900	97,770.00	18,548.40	4,200	4.29
Subtotal			*15,000*		*359,562.00*		***488,850.00***	*129,288.00*	***21,001***	4.29

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CENTURYLINK INC SHS	CTL	01/27/12	6,500	37.1061	241,190.28	39.1200	254,280.00	13,089.72	18,851	7.41
		04/16/12	3,000	38.1585	114,475.50	39.1200	117,360.00	2,884.50	8,701	7.41
		08/02/12	2,500	41.5376	103,844.04	39.1200	97,800.00	(6,044.04)	7,251	7.41
Subtotal			*12,000*		*459,509.82*		***469,440.00***	*9,930.18*	***34,803***	*7.41*
CHEVRON CORP	CVX	12/29/09	3,000	77.4199	232,259.70	108.1400	324,420.00	92,160.30	10,800	3.32
		02/02/10	3,000	74.2039	222,611.70	108.1400	324,420.00	101,808.30	10,800	3.32
		07/13/10	2,000	73.2686	146,537.20	108.1400	216,280.00	69,742.80	7,200	3.32
Subtotal			*8,000*		*601,408.60*		***865,120.00***	*263,711.40*	***28,800***	*3.32*
COCA COLA COM	KO	02/16/07	5,000	24.0250	120,125.00	36.2500	181,250.00	61,125.00	5,101	2.81
		02/28/07	5,000	23.3350	116,675.00	36.2500	181,250.00	64,575.00	5,101	2.81
		05/02/07	5,000	26.4000	132,000.00	36.2500	181,250.00	49,250.00	5,101	2.81
		05/17/07	5,000	26.1750	130,875.00	36.2500	181,250.00	50,375.00	5,101	2.81
		10/09/09	10,000	27.2399	272,399.50	36.2500	362,500.00	90,100.50	10,201	2.81
Subtotal			*30,000*		*772,074.50*		***1,087,500.00***	*315,425.50*	***30,605***	*2.81*
CONOCOPHILLIPS	COP	01/18/07	5,000	49.3761	246,880.72	57.9900	289,950.00	43,069.28	13,200	4.55
		07/13/10	2,000	41.0646	82,129.37	57.9900	115,980.00	33,850.63	5,280	4.55
		03/07/11	3,000	61.6362	184,908.69	57.9900	173,970.00	(10,938.69)	7,920	4.55
		08/02/12	2,000	54.5788	109,157.66	57.9900	115,980.00	6,822.34	5,280	4.55
Subtotal			*12,000*		*623,076.44*		***695,880.00***	*72,803.56*	***31,680***	*4.55*
CONSOLIDATED EDISON INC	ED	12/29/09	5,000	46.1183	230,591.50	55.5400	277,700.00	47,108.50	12,100	4.35
		02/02/10	5,000	43.9407	219,703.50	55.5400	277,700.00	57,996.50	12,100	4.35
		07/13/10	2,000	45.5380	91,076.00	55.5400	111,080.00	20,004.00	4,840	4.35
Subtotal			*12,000*		*541,371.00*		***666,480.00***	*125,109.00*	***29,040***	*4.35*
DEUTSCHE TELE AG SPN ADR	DTEGY	10/27/09	10,000	14.0600	140,600.00	11.3620	**113,620.00**	(26,980.00)	**8,501**	7.48
DUKE ENERGY CORP NEW	DUK	02/16/07	3,333	60.1800	200,580.14	63.8000	212,645.40	12,065.26	10,199	4.79
		02/28/07	1,666	59.5200	99,160.42	63.8000	106,290.80	7,130.38	5,098	4.79
		03/09/07	300	58.1752	17,452.58	63.8000	19,140.00	1,687.42	918	4.79
		03/09/07	1,367	58.2000	79,559.45	63.8000	87,214.60	7,655.15	4,183	4.79
		05/02/07	1,667	62.5783	104,318.07	63.8000	106,354.60	2,036.53	5,101	4.79

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DUKE ENERGY CORP NEW	DUK	06/08/07	1,666	55.3500	92,213.19	63.8000	106,290.80	14,077.61	5,098	4.79
(.9900 FRACTIONAL SHARE)		06/08/07		57.7272	57.15	63.8000	63.16	6.01	4	4.79
(.0100 FRACTIONAL SHARE)		N/A		N/A	N/A	63.8000	.64	N/A	1	4.79
Subtotal			10,000		593,341.00		**638,000.00**	44,658.36	**30,602**	4.79
EATON CORP PLC	ETN	12/04/12	7,500	51.9056	389,292.00	54.1800	**406,350.00**	17,058.00	**11,401**	2.80
EMERSON ELEC CO	EMR	10/27/09	5,000	39.3396	196,698.00	52.9600	**264,800.00**	68,102.00	**8,201**	3.09
FAIRPOINT COMMUNICATIONS INC		05/17/04	94	8.5907	807.53	N/A	N/A	N/A		
		02/06/06	38	7.4507	283.13	N/A	N/A	N/A		
		03/15/06	9	8.5433	76.89	N/A	N/A	N/A		
		03/15/06	47	8.1825	384.58	N/A	N/A	N/A		
Subtotal			188		1,552.13					
FIRSTENERGY CORP	FE	12/29/09	5,000	47.3042	236,521.00	41.7600	208,800.00	(27,721.00)	11,000	5.26
		02/02/10	5,000	43.7996	218,998.00	41.7600	208,800.00	(10,198.00)	11,000	5.26
Subtotal			10,000		455,519.00		**417,600.00**	(37,919.00)	**22,000**	5.26
GENERAL MILLS	GIS	02/16/07	2,000	28.8650	57,730.00	40.4200	80,840.00	23,110.00	2,640	3.26
		02/16/07	400	28.8700	11,548.00	40.4200	16,168.00	4,620.00	528	3.26
		02/16/07	2,600	28.8750	75,075.00	40.4200	105,092.00	30,017.00	3,432	3.26
		02/28/07	400	28.3850	11,354.00	40.4200	16,168.00	4,814.00	528	3.26
		02/28/07	600	28.3900	17,034.00	40.4200	24,252.00	7,218.00	792	3.26
		02/28/07	200	28.3950	5,679.00	40.4200	8,084.00	2,405.00	264	3.26
		02/28/07	1,800	28.4000	51,120.00	40.4200	72,756.00	21,636.00	2,376	3.26
		02/28/07	800	28.4100	22,728.00	40.4200	32,336.00	9,608.00	1,056	3.26
		02/28/07	1,200	28.4150	34,098.00	40.4200	48,504.00	14,406.00	1,584	3.26
		05/02/07	5,000	30.0150	150,075.00	40.4200	202,100.00	52,025.00	6,600	3.26
		10/27/09	6,000	32.8196	196,917.90	40.4200	242,520.00	45,602.10	7,920	3.26
		11/02/11	4,000	38.4678	153,871.20	40.4200	161,680.00	7,808.80	5,280	3.26
		08/02/12	3,000	38.0192	114,057.75	40.4200	121,260.00	7,202.25	3,960	3.26
Subtotal			28,000		901,287.85		**1,131,760.00**	230,472.15	**36,960**	3.26

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ILLINOIS TOOL WORKS INC	ITW	02/16/07	2,800	52.6800	147,504.00	60.8100	170,268.00	22,764.00	4,257	2.49
		02/16/07	200	52.6900	10,538.00	60.8100	12,162.00	1,624.00	304	2.49
		02/16/07	1,800	52.7000	94,860.00	60.8100	109,458.00	14,598.00	2,737	2.49
		02/16/07	200	52.7100	10,542.00	60.8100	12,162.00	1,620.00	304	2.49
		02/28/07	100	51.8200	5,182.00	60.8100	6,081.00	899.00	152	2.49
		02/28/07	200	51.8300	10,366.00	60.8100	12,162.00	1,796.00	304	2.49
		02/28/07	1,500	51.8400	77,760.00	60.8100	91,215.00	13,455.00	2,281	2.49
		02/28/07	700	51.8500	36,295.00	60.8100	42,567.00	6,272.00	1,064	2.49
		04/20/10	2,500	51.0583	127,645.75	60.8100	152,025.00	24,379.25	3,801	2.49
		10/15/10	2,000	49.0011	98,002.20	60.8100	121,620.00	23,617.80	3,041	2.49
		12/07/10	3,000	51.0477	153,143.10	60.8100	182,430.00	29,286.90	4,561	2.49
Subtotal			*15,000*		*771,838.05*		***912,150.00***	*140,311.95*	***22,806***	*2.49*
INTEL CORP	INTC	05/17/04	20,000	26.8700	537,400.03	20.6200	**412,400.00**	(125,000.03)	**18,001**	4.36
JOHNSON AND JOHNSON COM	JNJ	05/17/04	5,000	54.9000	274,500.00	70.1000	350,500.00	76,000.00	12,200	3.48
		04/08/05	5,000	68.8600	344,300.00	70.1000	350,500.00	6,200.00	12,200	3.48
		01/24/06	1,200	59.8600	71,832.00	70.1000	84,120.00	12,288.00	2,928	3.48
		01/24/06	3,800	59.8700	227,506.00	70.1000	266,380.00	38,874.00	9,272	3.48
Subtotal			*15,000*		*918,138.00*		***1,051,500.00***	*133,362.00*	***36,600***	*3.48*
LEGGETT&PLATT INC PV1CT	LEG	05/17/04	870,000	22.2300	19,340,100.67	27.2200	**23,681,400.00**	4,341,299.33	**1,009,207**	4.26
LOWE'S COMPANIES INC	LOW	05/17/04	15,000	24.9725	374,587.50	35.5200	**532,800.00**	158,212.50	**9,600**	1.80
MEDTRONIC INC COM	MDT	05/17/04	5,000	49.2950	246,475.00	41.0200	205,100.00	(41,375.00)	5,200	2.53
		05/04/05	1,000	52.3000	52,300.00	41.0200	41,020.00	(11,280.00)	1,040	2.53
		08/09/06	2,000	43.6600	87,320.00	41.0200	82,040.00	(5,280.00)	2,080	2.53
		08/28/06	2,000	46.3600	92,720.00	41.0200	82,040.00	(10,680.00)	2,080	2.53
Subtotal			*10,000*		*478,815.00*		***410,200.00***	*(68,615.00)*	***10,400***	*2.53*

THE MORRIS FOUNDATION Account Number: 552-02107

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MERCK AND CO INC SHS	MRK	02/15/05	9,600	29.7400	285,504.00	40.9400	393,024.00	107,520.00	16,513	4.20
		02/15/05	400	29.7300	11,892.00	40.9400	16,376.00	4,484.00	688	4.20
		04/08/05	5,000	33.4000	167,000.00	40.9400	204,700.00	37,700.00	8,601	4.20
		07/13/10	2,000	36.4981	72,996.20	40.9400	81,880.00	8,883.80	3,441	4.20
		03/07/11	3,000	32.9181	98,754.30	40.9400	122,820.00	24,065.70	5,161	4.20
		05/24/11	5,000	36.9776	184,888.00	40.9400	204,700.00	19,812.00	8,601	4.20
Subtotal			*25,000*		*821,034.50*		***1,023,500.00***	*202,465.50*	***43,005***	*4.20*
NOVARTIS ADR	NVS	04/11/11	2,922	55.6350	162,565.47	63.3000	184,962.60	22,397.13	6,154	3.32
		04/20/11	1,778	57.7565	102,691.06	63.3000	112,547.40	9,856.34	3,745	3.32
		04/20/11	1,300	57.7600	75,088.00	63.3000	82,290.00	7,202.00	2,738	3.32
		06/29/11	4,000	60.5941	242,376.40	63.3000	253,200.00	10,823.60	8,424	3.32
Subtotal			*10,000*		*582,720.93*		***633,000.00***	*50,279.07*	***21,061***	*3.32*
PEPSICO INC	PEP	10/27/09	3,000	61.0791	183,237.30	68.4300	205,290.00	22,052.70	6,451	3.14
		02/02/10	3,000	60.8884	182,665.20	68.4300	205,290.00	22,624.80	6,451	3.14
		11/02/11	2,000	62.3600	124,720.00	68.4300	136,860.00	12,140.00	4,300	3.14
Subtotal			*8,000*		*490,622.50*		***547,440.00***	*56,817.50*	***17,202***	*3.14*
PFIZER INC	PFE	05/17/04	10,000	35.4550	354,550.01	25.0793	250,793.00	(103,757.01)	9,601	3.82
		12/05/06	5,000	25.1700	125,850.00	25.0793	125,396.50	(453.50)	4,801	3.82
		04/20/10	5,000	16.8500	84,250.00	25.0793	125,396.50	41,146.50	4,801	3.82
		05/05/10	5,000	17.1598	85,799.00	25.0793	125,396.50	39,597.50	4,801	3.82
		05/24/11	5,000	20.5482	102,741.00	25.0793	125,396.50	22,655.50	4,801	3.82
Subtotal			*30,000*		*753,190.01*		***752,379.00***	*(811.01)*	***28,805***	*3.82*
PHILLIPS 66 SHS	PSX	01/18/07	2,500	29.3477	73,369.27	53.1000	132,750.00	59,380.73	2,500	1.88
		07/13/10	1,000	24.4076	24,407.62	53.1000	53,100.00	28,692.38	1,000	1.88
		03/07/11	1,500	36.6347	54,952.10	53.1000	79,650.00	24,697.90	1,500	1.88
Subtotal			*5,000*		*152,728.99*		***265,500.00***	*112,771.01*	***5,000***	*1.88*

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
PPL CORPORATION	PPL	05/05/10	5,000	24.6585	123,292.50	28.6300	143,150.00	19,857.50	7,201	5.02
		06/16/10	5,000	25.9947	129,973.50	28.6300	143,150.00	13,176.50	7,201	5.02
		07/13/10	2,000	26.3487	52,697.40	28.6300	57,260.00	4,562.60	2,881	5.02
		08/10/10	2,000	26.6220	53,244.00	28.6300	57,260.00	4,016.00	2,881	5.02
		10/15/10	6,000	27.5785	165,471.00	28.6300	171,780.00	6,309.00	8,641	5.02
		05/24/11	5,000	28.0381	140,190.50	28.6300	143,150.00	2,959.50	7,201	5.02
		11/02/11	5,000	29.5700	147,850.00	28.6300	143,150.00	(4,700.00)	7,201	5.02
Subtotal			*30,000*		*812,718.90*		**858,900.00**	*46,181.10*	**43,207**	5.02
PRAXAIR INC	PX	05/17/04	5,000	35.4150	177,075.00	109.4500	547,250.00	370,175.00	11,001	2.01
		05/04/05	500	47.4400	23,720.00	109.4500	54,725.00	31,005.00	1,101	2.01
		05/04/05	500	47.4500	23,725.00	109.4500	54,725.00	31,000.00	1,101	2.01
		02/21/06	200	54.0000	10,800.00	109.4500	21,890.00	11,090.00	441	2.01
		02/21/06	1,800	54.0200	97,236.00	109.4500	197,010.00	99,774.00	3,961	2.01
Subtotal			*8,000*		*332,556.00*		**875,600.00**	*543,044.00*	**17,605**	2.01
VERIZON COMMUNICATNS COM	VZ	05/17/04	5,000	32.5679	162,839.73	43.2700	216,350.00	53,510.27	10,300	4.76
		02/06/06	2,000	28.5475	57,095.09	43.2700	86,540.00	29,444.91	4,120	4.76
		03/15/06	500	31.0119	15,505.97	43.2700	21,635.00	6,129.03	1,030	4.76
		03/15/06	2,500	31.0209	77,552.36	43.2700	108,175.00	30,622.64	5,150	4.76
		12/07/10	5,000	33.1970	165,985.00	43.2700	216,350.00	50,365.00	10,300	4.76
Subtotal			*15,000*		*478,978.15*		**649,050.00**	*170,071.85*	**30,900**	4.76
TOTAL					37,561,799.83		**44,786,489.00**	7,226,240.66	**1,778,849**	3.97

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
ABBOTT LABS	ABT	Neutral (A27)	Buy	Buy
ALTRIA GROUP INC	MO	Buy (B17)	Hold	Buy
AMEREN CORP	AEE	N/A	Hold	Hold
AT&T INC	T	Neutral (A27)	Hold	Hold
APACHE CORP	APA	Buy (B17)	Buy	Buy

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

RESEARCH RATINGS (continued)

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
PRAXAIR INC	PX	Underperform (B37)	Hold	Hold
VERIZON COMMUNICATNS COM	VZ	Neutral (A27)	Hold	Hold

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
ISHARES TRUST DOW JONES *SELECT DIVID INDEX FD* *SYMBOL: DVY* *Initial Purchase:05/05/10* *Equity 100%*	8,000	368,985.20	57.2400	**457,920.00**	88,934.80	368,985	**88,934**	**16,969**	3.70
SPDR S P DIVID ETF *SYMBOL: SDY* *Initial Purchase:05/05/10* *Equity 100%*	8,000	390,959.25	58.1600	**465,280.00**	74,320.75	390,959	**74,320**	**15,272**	3.28
Subtotal (Equities)				*923,200.00*					
TOTAL		759,944.45		**923,200.00**	163,255.55		**163,254**	**32,241**	3.49

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
CASH & EQUIVALENTS				
	CASH BALANCE			
	INCOME	56,286.41	56,286.41	
	PRINCIPAL	56,286.41-	56,286.41-	
		0.00	0.00	
	CASH EQUIVALENT			
100,677.09	FEDERATED PRIME OBLIG FD INSTL*	100,677.09	100,677.09	110.74
	(PRINCIPAL)	1.00	1.00	0.11
	TOTAL CASH & EQUIVALENTS	100,677.09	100,677.09	110.74
EQUITIES				
	STOCK/OPTIONS			
70.00	ABBOTT LABORATORIES COM*	4,581.87	4,585.00	39.20
		65.46	65.50	0.85
92.00	ACCENTURE PLC CLASS A*	6,071.69	6,118.00	123.41
		66.00	66.50	2.02
101.00	ADOBE SYSTEMS INC COM*	3,357.84	3,805.68	0.00
		33.25	37.68	0.00
68.00	ALLERGAN INC COM*	4,861.79	6,237.64	13.60
		71.50	91.73	0.22
16.00	AMAZON.COM INC*	2,525.92	4,013.92	0.00
		157.87	250.87	0.00
84.00	ANADARKO PETROLEUM CORP COM*	4,702.23	6,242.04	30.24
		55.98	74.31	0.48
31.00	APPLE INC COM *	9,521.94	16,497.36	328.60
		307.16	532.17	1.99
132.00	AQUA AMERICA INC COM*	2,774.69	3,355.44	92.40
		21.02	25.42	2.75
71.00	BAXTER INTERNATIONAL INC COM *	4,324.99	4,732.86	127.80
		60.92	66.66	2.70
265.00	BB&T CORP COM*	6,274.32	7,714.15	212.00
		23.68	29.11	2.75
85.00	BCE INC COM*	2,839.85	3,649.90	192.95
		33.41	42.94	5.29
117.00	BHP BILLITON LTD-SPON ADR*	8,510.95	9,175.14	243.58
		72.74	78.42	2.65

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

EQUITIES

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
42.00	BIOGEN IDEC INC COM*	5,045.45 120.13	6,147.54 146.37	0.00 0.00
18.00	BLACKROCK INC COM*	3,327.14 184.84	3,720.78 206.71	108.00 2.90
405.00	BLOCK H & R INC COM*	7,153.78 17.66	7,520.85 18.57	324.00 4.31
66.00	BORGWARNER INC COM*	3,853.61 58.39	4,726.92 71.62	0.00 0.00
91.00	CAMERON INTERNATIONAL CORP COM*	4,520.64 49.68	5,137.86 56.46	0.00 0.00
190.00	CARDINAL HEALTH INC COM*	6,792.67 35.75	7,824.20 41.18	209.00 2.67
83.00	CELGENE CORP COM *	4,855.28 58.50	6,513.01 78.47	0.00 0.00
138.00	CEPHEID INC COM*	5,024.38 36.41	4,672.68 33.86	0.00 0.00
42.00	CHART INDS INC COM*	3,181.04 75.74	2,800.94 66.69	0.00 0.00
136.00	CHEVRON CORPORATION COM*	11,231.83 82.59	14,707.04 108.14	489.60 3.33
10.00	CHIPOTLE MEXICAN GRILL INC CL A COM*	2,936.93 293.69	2,974.60 297.46	0.00 0.00
230.00	CINEMARK HOLDINGS INC COM*	4,793.29 20.84	5,975.40 25.98	193.20 3.23
201.00	CISCO SYSTEM INC COM*	3,599.81 17.91	3,949.53 19.65	112.56 2.85
40.00	CITRIX SYSTEMS INC COM*	3,014.40 75.36	2,624.80 65.62	0.00 0.00
165.00	CME GROUP INC COM*	9,407.35 57.01	8,360.55 50.67	297.00 3.55
223.00	COBALT INTL ENERGY COM*	6,502.56 29.16	5,476.88 24.56	0.00 0.00
127.00	COCA COLA CO COM*	3,832.86 30.18	4,603.75 36.25	129.54 2.81
124.00	COGNIZANT TECH. SOLUTIONS CL A*	8,036.07 64.81	9,161.41 73.88	0.00 0.00
481.00	CORNING INC COM*	5,936.29 12.34	6,070.22 12.62	173.16 2.85
70.00	COSTCO WHOLESALE CORP NEW COM*	5,123.73 73.20	6,911.10 98.73	77.00 1.11

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
133.00	COVIDIEN PLC*	5,964.74 44.85	7,679.42 57.74	115.74 1.51
36.00	CUMMINS INC*	3,229.46 89.71	3,900.60 108.35	72.00 1.85
99.00	CVS CAREMARK CORP COM *	4,502.95 45.48	4,786.65 48.35	89.10 1.86
228.00	D R HORTON INC*	3,349.23 14.69	4,509.84 19.78	34.20 0.76
137.00	DIRECTV COM*	5,793.26 42.29	6,871.92 50.16	0.00 0.00
92.00	DOLLAR GENERAL CORP COM*	4,018.55 43.68	4,056.28 44.09	0.00 0.00
317.00	E M C CORP MASSACHUSETTS COM *	6,644.16 20.96	8,020.10 25.30	0.00 0.00
205.00	EAST WEST BANCORP INC COM*	4,658.61 22.72	4,405.45 21.49	82.00 1.86
128.00	EBAY INCORPORATED COM*	5,285.27 41.29	6,527.71 51.00	0.00 0.00
31.00	EDWARDS LIFESCIENCES CORP COM*	2,077.94 67.03	2,795.27 90.17	0.00 0.00
97.00	ELI LILLY & CO COM *	4,608.83 47.51	4,784.04 49.32	190.12 3.97
130.00	ENSCO PLC CL A*	7,206.31 55.43	7,706.40 59.28	188.50 2.45
44.00	EOG RESOURCES INC COM*	4,755.98 108.09	5,314.76 120.79	29.92 0.56
453.00	ERICSSON AMERICAN DEPOSITARY SHS B*	4,809.50 10.62	4,575.30 10.10	165.61 3.62
55.00	FEDEX CORP COM*	4,866.80 88.49	5,044.60 91.72	30.80 0.61
595.00	FIRST NIAGARA FINL GROUP INC NEW*	4,836.69 8.13	4,718.35 7.93	190.40 4.04
58.00	FRESH MARKET INC COM*	2,976.75 51.32	2,789.22 48.09	0.00 0.00
30.00	F5 NETWORKS INC COM*	3,202.77 106.76	2,914.50 97.15	0.00 0.00
148.00	GENERAL ELECTRIC CO COM*	3,068.16 20.73	3,106.52 20.99	112.48 3.62
81.00	GILEAD SCIENCES INC COM*	4,645.70 57.35	5,949.45 73.45	0.00 0.00

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
9.00	GOOGLE INC CL A*	5,505.36 611.71	6,366.42 707.38	0.00 0.00
73.00	HONEYWELL INTERNATIONAL INC COM*	3,673.50 50.32	4,633.31 63.47	119.72 2.58
910.00	HUNTINGTON BANCSHARES INC COM*	6,020.05 6.62	5,814.90 6.39	145.60 2.50
143.00	ILLUMINA INC COM*	5,738.81 40.13	7,949.37 55.59	0.00 0.00
143.00	INVESCO LTD*	3,216.07 22.49	3,730.87 26.09	66.86 1.79
184.00	JPMORGAN CHASE & CO COM*	7,945.27 43.18	8,090.31 43.97	220.80 2.73
65.00	KRAFT FOODS GROUP INC COM*	2,478.03 38.12	2,955.55 45.47	130.00 4.40
442.00	KROGER CO COM*	9,868.44 22.33	11,500.84 26.02	265.20 2.31
89.00	LAM RESEARCH CORPORATION COM*	3,843.53 43.19	3,215.57 36.13	0.00 0.00
153.00	LAZARD LTD CL A COM*	4,688.44 30.64	4,565.52 29.84	97.84 2.14
127.00	LINCOLN ELECTRIC HOLDINGS INC COM*	4,774.34 37.59	6,182.36 48.68	101.60 1.64
111.00	LOWES COS INC COM *	3,157.04 28.44	3,942.72 35.52	71.04 1.80
14.00	MASTERCARD INC CL A COM*	3,321.08 237.22	6,877.92 491.28	16.80 0.24
72.00	MCDONALD'S CORP COM *	6,522.55 90.59	6,351.12 88.21	221.76 3.49
42.00	MEAD JOHNSON NUTRITION CO COM CL A*	2,838.08 67.57	2,767.38 65.89	50.40 1.82
185.00	MERCK & CO INC NEW COM*	7,047.13 38.09	7,573.90 40.94	318.20 4.20
424.00	METLIFE INC COM*	15,361.37 36.23	13,966.56 32.94	313.76 2.25
115.00	MICHAEL KORS HLDGS LTD*	5,030.91 43.75	5,868.45 51.03	0.00 0.00
232.00	MICROSOFT CORP COM*	6,797.55 29.30	6,196.65 26.71	213.44 3.44
196.00	MONDELEZ INTL INC COM*	4,639.60 23.67	4,988.83 25.45	101.92 2.04

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
64.00	MONSANTO CO NEW COM*	5,000.41 78.13	6,057.60 94.65	96.00 1.58
168.00	MOTOROLA SOLUTIONS INC COM*	8,565.87 50.99	9,354.24 55.68	174.72 1.87
128.00	MURPHY OIL CORPORATION COM*	7,771.83 60.72	7,622.40 59.55	160.00 2.10
42.00	NORDSTROM INC COM*	1,559.04 37.12	2,247.00 53.50	45.36 2.02
62.00	NOVARTIS AG ADR*	3,634.88 58.63	3,924.60 63.30	146.53 3.73
116.00	OCCIDENTAL PETROLEUM CORP COM*	9,944.56 85.73	8,886.76 76.61	250.56 2.82
119.00	ORACLE CORPORATION*	3,457.79 29.06	3,965.08 33.32	28.56 0.72
28.00	PANERA BREAD CO CL A COM*	4,355.53 155.55	4,447.24 158.83	0.00 0.00
144.00	PHILIP MORRIS INT'L INC COM*	8,193.17 56.90	12,044.16 83.64	489.60 4.07
122.00	PNC FINANCIAL SERVICES GROUP COM*	7,292.44 59.77	7,113.82 58.31	195.20 2.74
104.00	POTASH CORP SASK INC COM*	4,767.34 45.84	4,231.76 40.69	87.36 2.06
36.00	PRAXAIR INC COM*	3,211.20 89.20	3,940.20 109.45	79.20 2.01
9.00	PRICELINE.COM INCORPORATED COM*	3,100.77 344.53	5,583.51 620.39	0.00 0.00
146.00	QUALCOMM INC COM*	7,730.85 52.95	9,031.50 61.86	146.00 1.62
83.00	RIO TINTO PLC SPON ADR*	4,707.64 56.72	4,821.47 58.09	82.11 1.70
42.00	ROCKWELL AUTOMATION INC COM *	2,557.00 60.88	3,527.58 83.99	78.96 2.24
52.00	SAP AG SPONSORED ADR*	3,613.48 69.49	4,179.76 80.38	43.70 1.05
67.00	SCHLUMBERGER LIMITED COM*	4,224.15 63.05	4,643.01 69.30	64.95 1.40
127.00	SEADRILL LTD*	3,778.25 29.75	4,673.60 36.80	372.91 7.98
180.00	STARBUCKS CORP COM*	4,875.71 27.09	9,653.40 53.63	151.20 1.57

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
53.00	TERADATA CORP COM*	3,098.49 58.46	3,280.17 61.89	0.00 0.00
173.00	TIME WARNER CABLE INC COM*	11,156.97 64.49	16,813.87 97.19	387.52 2.30
133.00	TOTAL S.A. SPONSORED ADR*	6,926.60 52.08	6,917.33 52.01	428.46 6.19
55.00	ULTA SALON COSMETICS & FRAG COM*	3,223.01 58.60	5,404.30 98.26	0.00 0.00
96.00	UNION PACIFIC CORP COM*	8,065.34 84.01	12,069.12 125.72	264.96 2.20
84.00	VISA INC CL A COM*	6,506.64 77.46	12,732.72 151.58	110.88 0.87
38.00	VMWARE INC COM*	3,548.89 93.39	3,577.32 94.14	0.00 0.00
241.00	VODAFONE GROUP PLC SPON ADR*	6,536.88 27.12	6,070.79 25.19	473.56 7.80
167.00	WALGREEN CO COM*	6,171.24 36.95	6,180.67 37.01	183.70 2.97
181.00	WELLS FARGO & CO NEW COM*	6,217.58 34.35	6,186.58 34.18	159.28 2.57
		535,279.55	619,183.68	11,973.93
	OTHER EQUITY			
3,584.862	COHEN & STEERS INSTL REALTY FD*	149,150.09 41.61	150,850.99 42.08	3,298.07 2.19
17,022.601	FROST INTERNATIONAL EQUITY FD INST*	144,651.90 8.50	148,947.76 8.75	885.18 0.59
20,197.628	FROST SMALL CAP EQUITY FUND CL I*	165,803.07 8.21	172,487.74 8.54	0.00 0.00
2,605.321	INVESCO DEV MARKETS FUND INSTL*	84,724.60 32.52	88,164.06 33.84	966.57 1.10
5,453.306	MAINSTAY CONVERTIBLE FUND I*	80,762.52 14.81	78,800.27 14.45	2,143.15 2.72
1,943.209	T ROWE PRICE INTL DISCOVERY FD*	80,878.34 41.62	89,581.93 46.10	991.04 1.11
1,944.046	VAN ECK GLOBAL HARD ASSETS FD CL I*	89,498.26 46.04	87,268.22 44.89	478.24 0.55
		795,468.78	816,100.97	8,762.25

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
	TOTAL EQUITIES	1,330,748.33	1,435,284.65	20,736.18
FIXED INCOME				
	BOND FUNDS			
17,399.369	FROST LOW DURATION BOND FD I*	184,138.00 10.58	184,085.32 10.58	3,949.66 2.15
71,502.785	FROST TOTAL RETURN BOND FUND INSTL*	770,085.00 10.77	776,520.25 10.86	35,107.87 4.52
6,306.368	HARTFORD FLOATING RATE FUND CL I*	55,744.31 8.84	56,441.99 8.95	2,812.64 4.98
16,522.834	IVY HIGH INCOME FUND CLASS I*	140,229.36 8.49	141,105.00 8.54	10,789.41 7.65
10,688.077	TEMPLETON GLOBAL BOND FUND*	145,552.27 13.62	142,578.95 13.34	6,338.03 4.45
		1,295,748.94	1,300,731.51	58,997.61
	TOTAL FIXED INCOME	1,295,748.94	1,300,731.51	58,997.61
TOTAL PORTFOLIO		2,727,174.36	2,836,693.25	79,844.53

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TRSY INFLATION NTE *1.125% JAN 15 2021 INFL ADJ PRIN 528.725* *MOODY'S: AAA S&P: *** CUSIP: 912828PP9* *ORIGINAL UNIT/TOTAL COST: 126.9699/634,849.92*	12/07/12	500,000	633,884.91	117.4530	**621,003.37**	(12,881.54)	2,583.22	**5,948**	.95
TOTAL		4,000,000	4,946,889.73		**5,151,556.99**	204,667.26	32,720.79	**81,361**	1.58

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ JP MORGAN CHASE & CO *SUBORDINATED GLB 05.750% JAN 02 2013* *MOODY'S: A3 S&P: A- CUSIP: 46625HAT7* *ORIGINAL UNIT/TOTAL COST: 108.6261/271,565.35*	06/29/10	250,000	250,024.50	100.0000	**250,000.00**	(24.50)	7,147.57	**14,375**	5.75
Δ VERIZON COMMUNICATIONS *GLB 05.250% APR 15 2013* *MOODY'S: A3 S&P: A- CUSIP: 92343VAN4* *ORIGINAL UNIT/TOTAL COST: 104.4412/156,661.85*	03/11/09	150,000	150,506.18	101.3690	**152,053.50**	1,547.32	1,662.50	**7,875**	5.17
Δ MERRILL LYNCH & CO *NOTES SER MTN GLB 06.150% APR 25 2013* *MOODY'S: BAA2 S&P: A- CUSIP: 59018YN56* *ORIGINAL UNIT/TOTAL COST: 109.0840/545,420.35*	07/23/10	500,000	505,402.98	101.6050	**508,025.00**	2,622.02	5,637.50	**30,750**	6.05
Δ GLAXOSMITHKLINE CAPITAL *COMPANY GUARNT GLB 04.850% MAY 15 2013* *MOODY'S: A1 S&P: A+< CUSIP: 377372AC1* *ORIGINAL UNIT/TOTAL COST: 105.7265/370,042 85*	03/10/09	350,000	351,899.28	101.6780	**355,873.00**	3,973.72	2,169.03	**16,975**	4.76
Δ BRISTOL-MYERS SQUIBB *05 250% AUG 15 2013* *MOODY'S: A2 S&P A+ CUSIP 110122AL2* *ORIGINAL UNIT/TOTAL COST. 107.4477/322,343 35*	03/10/09	300,000	303,345.46	102.9970	**308,991.00**	5,645.54	5,950.00	**15,750**	5.09

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ WELLS FARGO COMPANY	06/29/10	250,000	254,462.89	103.3860	**258,465.00**	4,002.11	2,578.13	**12,375**	4.78
SUBORDINATED GLB 04.950% OCT 16 2013									
MOODY'S: A3 S&P: A CUSIP: 949746FJ5									
ORIGINAL UNIT/TOTAL COST: 107.1870/267,967.60									
Δ PFIZER INC	03/10/09	300,000	303,765.60	104.5160	313,548.00	9,782.40	5,100.00	13,500	4.30
04.500% FEB 15 2014									
MOODY'S: A1 S&P: AA CUSIP: 717081AR4									
ORIGINAL UNIT/TOTAL COST: 105.1781/315,534.35									
Δ PFIZER INC	03/11/09	200,000	202,447.82	104.5160	209,032.00	6,584.18	3,400.00	9,000	4.30
ORIGINAL UNIT/TOTAL COST: 105 0386/210,077.35									
Subtotal		*500,000*	*506,213.42*		**522,580.00**	*16,366.58*	*8,500.00*	**22,500**	*4.30*
Δ MORGAN STANLEY	07/23/10	100,000	101,150.15	103.5480	**103,548.00**	2,397.85	1,187.50	**4,750**	4.58
SUBORDINATED GLB 04.750% APR 01 2014									
MOODY'S: BAA2 S&P: BBB+ CUSIP: 61748AAE6									
ORIGINAL UNIT/TOTAL COST: 103.2367/103,236.75									
Δ WACHOVIA CORPORATION	07/15/10	500,000	515,570.22	106.6340	**533,170.00**	17,599.78	10,937.50	**26,250**	4.92
SUBORDINATED GLB 05.250% AUG 01 2014									
MOODY'S: A3 S&P: A CUSIP: 929903AJ1									
ORIGINAL UNIT/TOTAL COST: 107.6310/538,155.35									
Δ BELLSOUTH CORP	06/29/10	250,000	262,568.35	107.4120	**268,530.00**	5,961.65	3,827.78	**13,000**	4.84
GLB 05.200% SEP 15 2014									
*MOODY'S: *** S&P: A- CUSIP: 079860AG7*									
ORIGINAL UNIT/TOTAL COST: 112 0671/280,167.85									
JPMORGAN CHASE & CO	04/02/09	150,000	138,171.85	106.3540	159,531.00	21,359.15	2,263.54	7,688	4.81
SUBORDINATED GLB 05 125% SEP 15 2014									
MOODY'S: A3 S&P. A- CUSIP. 46625HBV1									
JPMORGAN CHASE & CO	04/02/09	350,000	319,453.29	106.3540	372,239.00	52,785.71	5,281.59	17,938	4.81
Subtotal		*500,000*	*457,625.14*		**531,770.00**	*74,144.86*	*7,545.13*	**25,626**	*4.81*

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ MORGAN STANLEY GLB 04.200% NOV 20 2014 MOODY'S: BAA1 S&P: A- CUSIP: 61747YCK9 ORIGINAL UNIT/TOTAL COST: 102.3375/153,506.35	07/23/10	150,000	151,599.76	104.3390	**156,508.50**	4,908.74	717.50	**6,300**	4.02
Δ CATERPILLAR FIN SERV CRP SER MTNF 04 750% FEB 17 2015 MOODY'S: A2 S&P: A CUSIP: 14912L2M2 ORIGINAL UNIT/TOTAL COST: 108.7856/217,571 35	04/16/10	200,000	208,039.73	108.1820	**216,364.00**	8,324.27	3,536.11	**9,500**	4.39
Δ MEDTRONIC INC SER B GLB 04.750% SEP 15 2015 MOODY'S: A1 S&P: A+ CUSIP: 585055AH9 ORIGINAL UNIT/TOTAL COST: 101.2351/253.087.85	03/10/09	250,000	251,393.50	110.8100	**277,025.00**	25,631.50	3,496.53	**11,875**	4.28
Δ OCCIDENTAL PETROLEUM COR 04.125% JUN 01 2016 MOODY'S: A1 S&P: A CUSIP: 674599BX2 ORIGINAL UNIT/TOTAL COST: 106.1606/212,321.35	04/16/10	200,000	207,163.46	110.9300	**221,860.00**	14,696.54	687.50	**8,250**	3.71
Δ GOLDMAN SACHS GROUP INC SUBORDINATED 05.625% JAN 15 2017 MOODY'S: BAA1 S&P. BBB+ CUSIP: 38141GEU4 ORIGINAL UNIT/TOTAL COST· 104 7517/314 255.35	07/16/10	300,000	309,383.24	109.7180	**329,154.00**	19,770.76	7,781.25	**16,875**	5.12
Δ PITNEY BOWES INC SER MTN GLB 05.750% SEP 15 2017 MOODY'S: BAA2 S&P: BBB CUSIP: 72447XAC1 ORIGINAL UNIT/TOTAL COST: 109 0107/327,032.35	04/16/10	300,000	318,155.81	106.9110	**320,733.00**	2,577.19	5,079.17	**17,250**	5.37
FNMA CMO 1989 35 G 09.500%JUL25 19 AMORTIZED VALUE 445 MOODY'S: S&P CUSIP: 313602VN1	06/02/89	100,000	61.29	113.9539	**507.95**	446.66	3.53	**43**	8.33
TOTAL		5,150,000	5,104,565.36		**5,315,157.95**	210,592.59	78,444.23	**260,319**	4.90

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2012 - December 31, 2012

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
FIA Card Services, N.A.	364,900	442,579	.15	56.37	**720,055**
Bank of America RI, N.A.	246,030	246,002	.15	31.33	**246,031**
TOTAL ML Bank Deposit Program	610,930			87.70	**966,086**

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
Bank of America, N.A.	251,731	251,731	.15	32.06	**251,763**
TOTAL Preferred Deposit	251,731			32.06	**251,763**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	9,700.78	9,700.78		**9,700.78**		
ML BANK DEPOSIT PROGRAM	966,086.00	966,086.00	1.0000	**966,086.00**	**1,449**	.15
PREFERRED DEPOSIT	251,763.00	251,763.00	1.0000	**251,763.00**	**378**	.15
TOTAL		1,227,549.78		**1,227,549.78**	**1,827**	.15

CORPORATE BONDS *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
BANK OF AMERICA CORP *SUBORDINATED GLB 04.750% AUG 15 2013* *MOODY'S: BAA3 S&P: BBB+ CUSIP: 060505BD5*	08/03/09	250,000	247,526.25	101.7500	**254,375.00**	6,848.75	4,486.11	**11,875**	4.66
JOHN DEERE CAPITAL CORP *SER NOTZ 02.250% JUL 15 2014* *MOODY'S: A2 S&P: A CUSIP: 24424CBN0*	07/16/10	150,000	150,000.00	100.9610	**151,441.50**	1,441.50	1,556.25	**3,375**	2.22

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
BARCLAYS BANK PLC	07/19/10	150,000	150,000.00	97.3930	**146,089.50**	(3,910.50)	1,821.87	**4,125**	2.82
SER MTN 02.750% JUL 22 2015									
MOODY'S: A2 S&P: A+< CUSIP. 06738JKN3									
HSBC FINANCE CORP	08/16/10	150,000	150,000.00	102.0490	**153,073.50**	3,073.50	1,841.67	**4,875**	3.18
SER NOTZ 03.250% AUG 15 2015									
MOODY'S: *** S&P: A CUSIP: 40429XXT8									
DOW CHEMICAL CO/THE	12/13/10	150,000	150,000.00	100.4530	**150,679.50**	679.50	200.00	**4,500**	2.98
SER NOT1 03.000% DEC 15 2015									
MOODY'S: BAA2 S&P: BBB CUSIP: 26054LLC5									
PAR CALL DATE: 12/15/11 PAR CALL PRICE: 100.00									
GENERAL ELEC CAP CORP	08/16/10	150,000	150,000.00	105.6080	**158,412.00**	8,412.00	2,266.67	**6,000**	3.78
04.000% AUG 15 2019									
MOODY'S: A1 S&P: AA+ CUSIP: 36966R7G5									
TOTAL		1,000,000	997,526.25		**1,014,071.00**	16,544.75	12,172.57	**34,750**	3.43

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	02/16/07	3,300	52.5600	173,448.00	65.5000	216,150.00	42,702.00	1,849	.85
		02/16/07	1,700	52.5700	89,369.00	65.5000	111,350.00	21,981.00	953	.85
		03/07/11	2,500	48.4876	121,219.00	65.5000	163,750.00	42,531.00	1,401	.85
		08/02/12	2,500	65.9975	164,993.80	65.5000	163,750.00	(1,243.80)	1,401	.85
Subtotal			*10,000*		*549,029.80*		**655,000.00**	*105,970.20*	**5,604**	.85

Frost BANKING INVESTMENTS INSURANCE

THE MORRIS FOUNDATION IMA

PORTFOLIO HOLDINGS

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
EQUITIES				
	TOTAL EQUITIES	1,330,748.33	1,435,284.65	20,736.18
FIXED INCOME				
	BOND FUNDS			
17,399.369	FROST LOW DURATION BOND FD I*	184,138.00 10.58	184,085.32 10.58	3,949.66 2.15
71,502.785	FROST TOTAL RETURN BOND FUND INSTL*	770,085.00 10.77	776,520.25 10.86	35,107.87 4.52
6,306.368	HARTFORD FLOATING RATE FUND CL I*	55,744.31 8.84	56,441.99 8.95	2,812.64 4.98
16,522.834	IVY HIGH INCOME FUND CLASS I*	140,229.36 8.49	141,105.00 8.54	10,789.41 7.65
10,688.077	TEMPLETON GLOBAL BOND FUND*	145,552.27 13.62	142,578.95 13.34	6,338.03 4.45
		1,295,748.94	1,300,731.51	58,997.61
	TOTAL FIXED INCOME	1,295,748.94	1,300,731.51	58,997.61
TOTAL PORTFOLIO		2,727,174.36	2,836,693.25	79,844.53

THE MORRIS FOUNDATION
2012 Contributions

RECIPIENTS	ADDRESS		AMOUNT	DATE	PURPOSE
A Wish With Wings, Inc.	917 West Sanford Street	Arlington, TX 76012	15,000.00	12/21/2012	Wish Operations
Aids Outreach Center, Inc.	400 North Beach Street	Fort Worth, TX 76111	75,000.00	12/21/2012	Operations / Dental Clinic
ACH Child and Family Services	1424 Summit Avenue	Fort Worth, TX 76102	50,000 00	12/21/2012	The Morris Home Wedgewood Operations
Alliance For Children	908 Southland Avenue	Fort Worth, TX 76104	50,000 00	12/21/2012	Operations
All Saints' Episcopal School	9700 Saints Circle	Fort Worth, TX 76108	111,300 00	12/21/2012	Tuition Underwriting 2011 / 2012 / 2013
Alzheimers Association	2630 West Fwy , Ste. 100	Fort Worth, TX 76102	15,000 00	12/21/2012	Operations
American Heart Association	2630 W Freeway, Ste 250	Fort Worth. TX 76102	5,000 00	6/28/2012	Operations - Go Red for Women
Austin College	900 North Grand Avenue	Sherman, TX 75090-4400	100,000.00	12/27/2012	Sponsored Scholarship Tuition Assistance
Big Brothers Big Sisters Lone Star	6040 Camp Bowie Blvd	Fort Worth, TX 76116	75,000 00	12/21/2012	FW Mentor Operations / Little Steps Big Futures
Boys & Girls Clubs of Greater Fort Worth	3218 E Belknap Street	Fort Worth, TX 76111-4739	85,000 00	12/21/2012	Operations
Buckner Children and Family Services, Inc.	600 North Pearl, Ste. 2260	Dallas, TX 75201	10,000 00	12/21/2012	Fort Worth Operations
Camp Carter YMCA	512 Lamar St., Suite 400	Fort Worth, TX 76102	25,000.00	12/21/2012	Camper Scholarships
Camp Fire USA First Texas Council	2700 Meacham Blvd	Fort Worth, TX 76137-4699	250,000.00	12/21/2012	Kindergarten Readiness Program
Camp John Marc	2824 Swiss Avenue	Dallas, Texas 75204	15,000.00	12/21/2012	Operations - Campers
Camp Summit	17210 Campbell Road, Suite 180-W	Dallas, Texas 75252	22,500.00	12/21/2012	Operations - Campers
Cancer Care Services	623 South Henderson	Fort Worth, TX 76104	100,000 00	12/21/2012	Operations
Cassata High School	1400 Hemphill St	Fort Worth, TX 76104-4703	150,000.00	12/21/2012	Operations - Scholarships & Teacher Salariy
Catholic Charities	PO Box 15610	Fort Worth, TX 76119	50,000 00	12/21/2012	School Based Services Program
CASA of Tarrant County, Inc.	101 Summit Ave., Suite 505	Fort Worth, TX 76102	35,000.00	12/21/2012	Operations
Child Study Center Foundation	1300 West Lancaster	Fort Worth, TX 76102	100,000 00	12/21/2012	Child Study Center Operations
Child Study Center Foundation	"	"	4,200.00	8/27/2012	Patient Activities
Child Study Center Foundation	"	"	1,000,000.00	12/21/2012	Developmental Pediatrics Chair
Circle of Friends	P.O. Box 374	Colleyville, TX 76034-0374	5,000.00	12/21/2012	Operations
Community Foundation of N TX FWISD Fund	306 West 7th Street Ste. 850	Fort Worth, TX 76102	20,000.00	12/27/2012	FWISD Education Excellance - Go Center Mentors
Communities In Schools	6707 Brentwood Stair Road, Ste 510	Fort Worth, TX 76112	85,000.00	12/21/2012	Fort Worth Elementary Schools Operations
Cook Children's Medical Center	801 Seventh Avenue	Fort Worth, Texas 76104-2796	160,000.00	12/21/2012	Charity Care Neighborhood Clinics
Cook Children's Medical Center	"	"	60,000.00	12/21/2012	Save A Smile Dental Project
Cook Children's Medical Center	"	"	500,000.00	12/21/2012	Capital Campaign Challenge Grant
Cook Children's Medical Center	"	"	2,500.00	4/18/2012	Neuroblastoma Fund
Day Resource Center	P O Box 0871	Fort Wort, TX 76101-0871	25,000.00	12/21/2012	Operations
Expanco, Inc.	3005 Wichita Court	Fort Worth, TX 76140	40,000 00	12/21/2012	Fork Lift Trucks and Operations
First United Methodist Church	800 West Fifth Street	Fort Worth, TX 76102-3599	125,000.00	12/21/2012	Youth Outreach Ministries
Fort Worth Museum of Science and History	1600 Gendy St	Fort Worth, TX 76107	40,000 00	12/21/2012	Operations
Fort Worth Promotion and Development Fund	P.O Box 8040	Fort Worth, TX 76124	5,000 00	12/21/2012	Community Development Fund
Fort Worth Public Library Foundation, The	500 West Third Street	Fort Worth, TX 76102	20,000.00	12/21/2012	Every Child Ready to Read; Early Childhood Matters
Fort Worth Stock Show Syndicate	P.O Box 17005	Fort Worth, TX 76102	40,920.00	3/26/2012	Junior Livestock Auction
Fort Worth Stock Show Syndicate	"	"	30,000 00	12/21/2012	Junior Livestock Auction
Funding Information Center	2701 W. Berry St., Ste. 128	Fort Worth, Texas 76109	10,000 00	12/21/2012	Library collection and workshop materials
Geo W. Bush Presidential Center	P.O. Box 600610	Dallas, TX 75360	10,000.00	12/27/2012	2013 Operations Membership
Gill Children's Services, Inc.	5550 Hemphill St., Ste. 200	Fort Worth, TX 76104	40,000 00	12/21/2012	Critically Needed Childrens' Services
Goodfellow Fund	400 West Seventh Street	Fort Worth, TX 76102	20,000 00	12/21/2012	Children's Christmas Fund
Guardianship Services, Inc.	P.O Box 11481	Fort Worth, Texas 76110	25,000 00	12/21/2012	Operations
Harris Methodist Health Foundation	6100 Western Place, Ste 1001	Fort Worth, TX 76107	70,000 00	12/21/2012	Indigent Mammography Program
Harris Methodist Health Foundation	"	"	30,000.00	12/21/2012	Indigent Pharmacy Program
Heritage Foundation, The	214 Massachusetts Ave , NE	Washington, DC 20002-4999	35,000.00	12/21/2012	Operations
HOPE Farm, Inc.	865 E. Ramsey Ave	Fort Worth, TX 76104-6502	20,000.00	12/21/2012	Young Men's Academic Programs / Mid Bus
Humane Society of North Texas	1840 East Lancaster	Fort Worth, TX 76103-2196	20,000 00	12/21/2012	Operations

THE MORRIS FOUNDATION
2012 Contributions

RECIPIENTS	ADDRESS		AMOUNT	DATE	PURPOSE
Jewel Charity	P.O. Box 472149	Fort Worth, TX 76147-1416	25,000.00	12/4/2012	Cook Children's Medical Center
Jewel Charity	P O Box 472149	Fort Worth, TX 76147-1416	10,000 00	12/21/2012	Cook Children's Medical Center
Key School	3947 E Loop 820S	Fort Worth, TX 76119	20,000 00	12/27/2012	Indigent Scholar Tuition Assistance
KinderFrogs School at TCU	TCU Box 297044	Fort Worth, TX 76129	12,000.00	10/3/2012	Scholarships
KinderFrogs School at TCU	TCU Box 297044	Fort Worth, TX 76129	40,000.00	12/21/2012	Scholarships
Learning Center of North Texas, The	101 Summit Ave , Suite 612	Fort Worth, TX 76102-2612	20,000 00	12/21/2012	Schools Attuned Teacher Training Program
Lena Pope Home, Inc.	3131 Sanguinet Street	Fort Worth, TX 76107	35,000.00	12/21/2012	Early Learning Center
Make -A-Wish Foundation of North Texas	1407 Texas Street, Suite 101	Fort Worth, TX 76102	15,000.00	12/21/2012	Fort Worth Operations
Meals On Wheels, Inc. of Tarrant County	320 South Freeway	Fort Worth, TX 76104-3525	100,000.00	12/21/2012	Operations
Meals On Wheels, Inc. of Tarrant County	"	"	600,000 00	12/27/2012	New Building Capital Campaign
National Center For Policy Analysis	12770 Coit Rd., Suite 800	Dallas, Tx, 75251-1339	60,000 00	12/21/2012	Operations
Parenting Center, The	2928 West Fifth Street	Fort Worth, TX 76107	20,000 00	12/21/2012	Parenting Education Program
Philanthropy Roundtable	1730 M Street, NW Ste 601	Washington, DC 20036	500.00	4/20/2012	2012 Membership
Philanthropy Roundtable	"	"	1,000.00	12/21/2012	2013 Membership
Presbyterian Night Shelter	P.O. Box 2645	Fort Worth, TX 76113	100,000 00	12/21/2012	Operations
Prevent Blindness Texas	4528 W. Vickery, Ste. 102	Fort Worth, TX 76107	5,000 00	12/21/2012	Children's Photoscreening Program Tarrant Cty
Ronald McDonald House	1004 7th Avenue	Fort Worth, TX 76104	45,000 00	12/21/2012	Operations - In Honor of Judie
					and Dick Greenman
Safe Haven of Tarrant County	8701 W. Bedford Euless Rd., Ste 600	Hurst, TX 76053	75,000 00	12/21/2012	Children's Program
	"				In Memory of Sadie Scorcio
Salvation Army, The	PO Box 36006	Dallas, TX 75235	100,000.00	12/21/2012	Fort Worth Operations
Senior Citizens Services of Greater Tarrant County, Inc.	1400 Circle Dr., Ste. 300	Fort Worth, TX 76119	25,000.00	12/21/2012	Operations
Tarrant Area Food Bank	2600 Cullen Street	Fort Worth, TX 76107	100,000.00	12/21/2012	Operations
Tarrant County College Foundation	1500 Houston Street	Fort Worth, Tx 76102-6524	20,000.00		
Tarrant County Samaritan Housing, Inc.	929 Hemphill St	Fort Worth, TX 76104-3111	45,000.00	12/21/2012	2013 Operations
Texas Christian University ANSERS Institute	TCU Box 297044	Fort Worth, TX 76129	40,000 00	12/21/2012	ANSERS Institute
Trinity Habitat for Humanity	3345 S. Jones St.	Fort Worth, TX 76110	25,000.00	12/21/2012	Fort Worth Construction Supervisors
Union Gospel Mission	P.O. Box 2144	Fort Worth, TX 76113	100,000 00	12/21/2012	Operations
United Community Centers, Inc.	1200 E. Maddox Ave.	Fort Worth, TX 76104	50,000.00	12/21/2012	Children's Academic Programs
United Way of Tarrant County			20,000.00	11/30/2012	Fort Worth Early Education Collaboration
Uplift Education	606 E Royal Lane	Irving, TX 75039-3503	70,000.00	12/27/2012	Fort Worth Philanthropic Gap
Warm Place, The	809 Lipscomb Street	Fort Worth, TX 76104-3121	17,500.00	12/21/2012	Sibling Grief Support Program
West Aid	7940 Camp Bowie West	Fort Worth, TX 76116	20,000.00	12/21/2012	Operations
Women's Center of Tarrant County, Inc., The	1723 Hemphill	Fort Worth, TX 76110	35,000.00	12/21/2012	Play It Safe Children's Program
YMCA of Metropolitan Fort Worth	512 Lamar St , Suite 400	Fort Worth, Tx 76102	85,000 00	12/21/2012	Early Childhood Development Centers
YWCA Fort Worth and Tarrant County	512 West 4th Street	Fort Worth, Tx 76102-3688	85,000 00	12/21/2012	Early Childhood Development Centers
TOTAL			5,802,420.00		