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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE MORAN FOUNDATION		A Employer identification number 77-0455314
Number and street (or P O box number if mail is not delivered to street address) 2360 CORPORATE CIRCLE	Room/suite 400	B Telephone number 800-246-2677
City or town, state, and ZIP code HENDERSON, NV 89074		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,519,032.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		160.	160.		STATEMENT 1
4 Dividends and interest from securities		26,952.	26,952.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		453,598.			
b Gross sales price for all assets on line 6a		1,228,406.			
7 Capital gain net income (from Part IV, line 2)			453,598.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		480,710.	480,710.		
13 Compensation of officers, directors, trustees, etc		2,995.	1,500.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		80.	0.		0.
b Accounting fees STMT 4		3,400.	0.		3,400.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		-4,233.	94.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		843.	434.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3,085.	2,028.		3,400.
25 Contributions, gifts, grants paid		240,700.			240,700.
26 Total expenses and disbursements. Add lines 24 and 25		243,785.	2,028.		244,100.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		236,925.			
b Net investment income (if negative, enter -0-)			478,682.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	149,634.	347,029.	347,030.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	1,569,475.	1,608,425.	4,144,926.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	23,119.	23,699.	27,076.
	14 Land, buildings, and equipment: basis ▶ 2,034.			
	Less: accumulated depreciation STMT 9 ▶ 2,034.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,742,228.	1,979,153.	4,519,032.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,742,228.	1,979,153.	
	30 Total net assets or fund balances	1,742,228.	1,979,153.	
	31 Total liabilities and net assets/fund balances	1,742,228.	1,979,153.	

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	1,742,228.
2 Enter amount from Part I, line 27a	2	236,925.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,979,153.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,979,153.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,228,406.		774,808.	453,598.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			453,598.	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>		453,598.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	238,532.	4,622,729.	.051600
2010	181,900.	3,983,027.	.045669
2009	164,206.	3,067,985.	.053522
2008	181,159.	3,449,738.	.052514
2007	234,555.	4,188,637.	.055998
2 Total of line 1, column (d)			2 .259303
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 .051861
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,574,656.
5 Multiply line 4 by line 3			5 237,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,787.
7 Add lines 5 and 6			7 242,033.
8 Enter qualifying distributions from Part XII, line 4			8 244,100.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,787.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,787.
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	4,787.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,187.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOSEPH MORAN</u> Telephone no. ► <u>800-246-2677</u> Located at ► <u>2360 CORPORATE CIRCLE, SUITE 400, HENDERSON, NV</u> ZIP+4 ► <u>89074</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A
▶ ☐

5b

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?

N/A ☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		2,995.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,292,535.
b	Average of monthly cash balances	1b	351,786.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,644,321.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,644,321.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,665.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,574,656.
6	Minimum investment return. Enter 5% of line 5	6	228,733.

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	228,733.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,787.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,787.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	223,946.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	223,946.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	223,946.

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	244,100.
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	244,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,787.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	239,313.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				223,946.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	36,210.			
b From 2008	9,754.			
c From 2009	23,695.			
d From 2010				
e From 2011	8,532.			
f Total of lines 3a through e	78,191.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	244,100.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				223,946.
e Remaining amount distributed out of corpus	20,154.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	98,345.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	36,210.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	62,135.			
10 Analysis of line 9:				
a Excess from 2008	9,754.			
b Excess from 2009	23,695.			
c Excess from 2010				
d Excess from 2011	8,532.			
e Excess from 2012	20,154.			

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)

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 CONTRIBUTION DETAIL ATTACHED	NONE	501(C)(3) PUBLIC CHARITIES	VARIOUS	240,700.
Total			3a	240,700.
b Approved for future payment				
NONE				
Total			3b	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1250 TATA MTRS LTD	P	05/31/11	04/16/12
b	3158 ARENA PHARMACEUTICALS INC COM	P	07/02/12	07/13/12
c	909 YUM BRANDS INC COM	P	02/08/10	01/03/12
d	5000 EMC	D	01/01/89	03/28/12
e	100 MEDCO HEALTH SOLUTIONS INC COM	P	03/17/10	04/03/12
f	380 MEDCO HEALTH SOLUTIONS INC COM	P	04/14/10	04/03/12
g	420 SHERWIN WILLIAMS CO COM	P	10/19/10	04/05/12
h	1000 PETSMART INC COM	P	07/26/07	04/27/12
i	2231 TEXAS ROADHOUSE INC CL A	P	08/06/07	05/01/12
j	667 PORTFOLIO RECOVERY ASSOCS IN COM	P	10/22/07	06/15/12
k	382 LABORATORY CORP AMER HLDGS COM NEW	P	10/20/10	06/29/12
l	436 EXXON MOBIL CORP	P	11/27/07	07/03/12
m	789 CUBIC CORP COM	P	10/12/09	07/13/12
n	509 COSTCO WHSL CORP NEW COM	P	04/14/10	07/13/12
o	100 CORRECTIONS CORP AMER NEW COM NEW	P	05/06/10	07/16/12

(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 36,239.		30,010.	6,229.
b 35,138.		30,011.	5,127.
c 54,338.		30,007.	24,331.
d 149,987.		2.	149,985.
e 2,880.		3,130.	-250.
f 10,944.		11,880.	-936.
g 46,609.		30,460.	16,149.
h 58,989.		31,880.	27,109.
i 40,147.		25,888.	14,259.
j 49,347.		30,025.	19,322.
k 35,515.		29,997.	5,518.
l 37,485.		30,022.	7,463.
m 39,874.		29,992.	9,882.
n 48,120.		30,041.	18,079.
o 3,009.		1,940.	1,069.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,229.
b			5,127.
c			24,331.
d			149,985.
e			-250.
f			-936.
g			16,149.
h			27,109.
i			14,259.
j			19,322.
k			5,518.
l			7,463.
m			9,882.
n			18,079.
o			1,069.

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

3

THE MORAN FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1454 CORRECTIONS CORP AMER NEW COM NEW	P	05/25/10	07/16/12
b	780 GILEAD SCIENCES INC COM	P	11/09/10	07/26/12
c	370 AMAZON COM INC COM	P	08/31/09	07/27/12
d	388 EXPRESS SCRIPTS HLDG CO COM	P	04/14/11	08/07/12
e	469 MIDDLEBY CORP COM	P	10/12/07	08/09/12
f	1429 CUBIST PHARMACEUTICALS INC COM	P	11/15/07	09/04/12
g	1852 WESTERN UN CO COM	P	03/16/10	09/06/12
h	1508 NUANCE COMMUNICATIONS INC COM	P	11/09/07	09/11/12
i	800 ATWOOD OCEANICS INC COM	P	10/26/09	11/01/12
j	400 NETFLIX COM INC COM	P	11/21/11	12/12/12
k	2000 VANGUARD INTL EQUITY INDEX F ALLWRLD EX	P	07/05/07	12/17/12
l	1899 TITANIUM METALS CORP COM NEW	P	04/19/10	12/19/12
m	EXPRESS SCRIPTS		04/14/11	08/07/12
n				
o				

(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 43,755.		28,072.	15,683.
b 42,109.		30,040.	12,069.
c 86,198.		29,980.	56,218.
d 22,881.		15,010.	7,871.
e 48,765.		30,026.	18,739.
f 66,366.		30,019.	36,347.
g 33,325.		30,013.	3,312.
h 37,689.		30,019.	7,670.
i 39,989.		30,010.	9,979.
j 36,589.		30,170.	6,419.
k 90,788.		116,150.	-25,362.
l 31,285.		30,014.	1,271.
m 46.			46.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,683.
b			12,069.
c			56,218.
d			7,871.
e			18,739.
f			36,347.
g			3,312.
h			7,670.
i			9,979.
j			6,419.
k			-25,362.
l			1,271.
m			46.
n			
o			

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	453,598.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	PRINTER/FAX MACHINE	06/15/06	200DB	5.00	HY	17	676.		676.					0.	
2	COMPUTER	10/31/04	200DB	5.00	HY	17	1,358.		679.		679.	679.		0.	679.
	* TOTAL 990-PF PG 1 DEPR						2,034.		1,355.		679.	679.		0.	679.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TD AMERITRADE	160.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	160.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	26,347.	0.	26,347.
VANGUARD 500 INDEX FUND	605.	0.	605.
TOTAL TO FM 990-PF, PART I, LN 4	26,952.	0.	26,952.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	80.	0.		0.
TO FM 990-PF, PG 1, LN 16A	80.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,400.	0.		3,400.
TO FORM 990-PF, PG 1, LN 16B	3,400.	0.		3,400.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	-4,352.	0.		0.
TAXES & LICENSES	25.	0.		0.
FOREIGN TAXES	94.	94.		0.
TO FORM 990-PF, PG 1, LN 18	-4,233.	94.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	843.	434.		0.
TO FORM 990-PF, PG 1, LN 23	843.	434.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERITRADE	1,608,381.	1,643,515.
EMC CORP	44.	2,501,411.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,608,425.	4,144,926.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD 500 INDEX FUND	COST	23,699.	27,076.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,699.	27,076.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
PRINTER/FAX MACHINE	676.	676.	0.
COMPUTER	1,358.	1,358.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,034.	2,034.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH P. MORAN 2360 CORPORATE CIRCLE, SUITE 400 HENDERSON, NV 89074	PRESIDENT/TREASURER 12.00	599.	0.	0.
RICHARD JEROME MORAN 2360 CORPORATE CIRCLE, SUITE 400 HENDERSON, NV 89074	DIRECTOR 6.00	599.	0.	0.
LUCILLE ANN MORAN 2360 CORPORATE CIRCLE, SUITE 400 HENDERSON, NV 89074	DIRECTOR 2.00	599.	0.	0.
JOSHUA MORAN 2360 CORPORATE CIRCLE, SUITE 400 HENDERSON, NV 89074	SECRETARY 3.00	599.	0.	0.
LAUREL A. MORAN 2360 CORPORATE CIRCLE, SUITE 400 HENDERSON, NV 89074	DIRECTOR 2.00	599.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		2,995.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

JOSEPH P. MORAN
LAUREL A. MORAN

2012 Moran Foundation Gifts

<p>Pro-Life Wisconsin 19270 North Hills Drive Brookfield, WI 53045 Type: Educational/Humanitarian Tax ID #39-1830544</p>	<p>\$700</p>	<p>Relevant Radio 2300 Riverside Drive Green Bay, WI 54301 Type: Educational/Religious Tax ID #39-2003067</p>	<p>\$1,000</p>
<p>St. Mary's Congregation P.O. Box 216 Portage, WI 53901 Type: Humanitarian Tax ID #39-0824871</p>	<p>\$1,000</p>	<p>Dominican Sisters of Mary 4597 Warren Road Ann Arbor, MI 48105 Type: Religious Tax ID #38-3349686</p>	<p>\$2,000</p>
<p>Immaculate Heart Radio 3256 Penryn Road, Suite 100 Loomis, CA 95650 Type: Educational/Religious Tax ID #68-0411982</p>	<p>\$5,000</p>	<p>Coming Home Network P.O. Box 8290 Zanesville, OH 43702 Type: Religious Tax ID #37-1732696</p>	<p>\$4,000</p>
<p>Wisconsin Right to Life Education Fund 10625 West North Avenue, Suite LL Milwaukee, WI 53226 Type: Educational/Humanitarian Tax ID #39-1548867</p>	<p>\$5,000</p>	<p>Catholic League 450 Seventh Avenue New York, NY 10123 Type: Educational/Religious Tax ID #23-7279981</p>	<p>\$5,000</p>
<p>Family Life Council 2416 North 74th Street Wauwatosa, WI 53213 Type: Humanitarian Tax ID #39-1592920</p>	<p>\$5,000</p>	<p>Annunciation Radio P O. Box 140384 Toledo, OH 43614 Type: Educational/Religious Tax ID #57-1237114</p>	<p>\$1,000</p>
<p>Juan Diego Society 12 North White Road #1 San Jose, CA 95127 Type: Humanitarian Tax ID #77-0102305</p>	<p>\$10,000</p>	<p>Catholic World Missions 33 Rossotto Drive Hamden, CT 06514 Type: Humanitarian Tax ID #13-4010454</p>	<p>\$5,000</p>
<p>John Paul the Great Catholic University 10174 Old Grove Road, Suite 200 San Diego, CA 92131 Type: Educational Tax ID #20-0471061</p>	<p>\$5,000</p>	<p>Human Life International 4 Family Life Lane Front Royal, VA 22630 Type: Educational/Humanitarian Tax ID #52-1241765</p>	<p>\$10,000</p>
<p>Ruth Institute 663 South Rancho Santa Fe Road Suite 222 San Marcos, CA 92078 Type: Educational Tax ID #20-7472471</p>	<p>\$10,000</p>	<p>Life Dynamics Inc P.O. Box 2226 Denton, TX 76202 Type: Educational/Humanitarian Tax ID #75-2436409</p>	<p>\$10,000</p>
<p>Saint Mary's Church 1813 Black River Road Neillsville, WI 54456 Type: Humanitarian Tax ID #39-0806871</p>	<p>\$10,000</p>	<p>Legionaries of Christ 475 Oak Avenue Cheshire, CT 06410 Type: Educational/Religious Tax ID #06-0923895</p>	<p>\$5,000</p>

2012 Moran Foundation Gifts

Center for Bio-Ethical Reform
P.O. Box 219
Lake Forest, CA 92609
Type: Educational/Humanitarian
Tax ID #33-0443975 \$5,000

Schoenstatt Center
W284 N698 Cherry Lane
Waukesha, WI 53188
Type: Religious
Tax ID #39-6068703 \$5,000

O'Meara Life Resources
P. O. Box 237
Richfield, WI 53076
Type: Humanitarian
Tax ID #39-1694282 \$3,000

Population Research Institute
1190 Progress Drive, Suite 2D
P.O. Box 1559
Front Royal, VA 22630
Type: Educational/Humanitarian
Tax ID #54-1819935 \$10,000

Thomas More Law Center
24 Frank Lloyd Drive
P.O. Box 393
Ann Arbor, MI 48106
Type: Educational/Humanitarian
Tax ID #38-3448297 \$5,000

Thomas More Society
29 South LaSalle Street, Suite 440
Chicago, IL 60603
Type: Humanitarian
Tax ID #39-1515246 \$5,000

California Catholic Women's Forum
P.O. Box 3294
Los Altos, CA 94024
Type: Educational/Religious
Tax ID #47-0953215 \$5,000

Institute for Catholic Liberal Education
PO Box 4506
Ventura, CA 93007
Type: Educational
Tax ID #54-1607202 \$1,000

Options United
P.O. Box 2040
Orange, CA 92859
Type: Humanitarian
Tax ID #26-4424046 \$2,000

STARS Mentor Program
P.O. Box 12
Wells, MN 56097
Type: Humanitarian
Tax ID #41-2009710 \$2,000

Discalced Carmelite Friars
P.O. Box 2178
Redlands, CA 92373
Type: Educational/Religious
Tax ID #95-6073146 \$2,500

Divine Mercy Eucharistic Society
11152 San Pablo Avenue
El Cerrito, CA 94530
Type: Religious
Tax ID #94-3211617 \$3,000

Vitae Caring Foundation
P.O. Box 791
1731 Southridge, Suite D
Jefferson City, MO 65109
Type: Educational
Tax ID #43-1138252 \$4,000

Mary's House
1850 Church Lane
San Pablo, CA 94086
Type: Humanitarian/Religious
Tax ID #94-3211617 \$3,000

Christendom College
134 Christendom Drive
Front Royal, VA 22630
Type: Educational
Tax ID #54-1031437 \$4,000

Thomas Aquinas College
10000 North Ojai Road
Santa Paula, CA 93060
Type: Educational
Tax ID #94-1698615 \$4,000

Thomas More College
Six Manchester Street
Merrimack, NH 03054
Type: Educational
Tax ID #02-0344073 \$4,000

Catholic Answers
2020 Gillespie Way
El Cajon, CA 92020
Type: Educational/Religious
Tax ID #95-3754404 \$5,000

2012 Moran Foundation Gifts

<p>St. Casimir's School 330 2nd Avenue S.W. Wells, MN 56097 Type: Educational Tax ID #41-0731259 \$5,000</p>	<p>Priests for Life P.O. Box 141172 Staten Island, NY 10314 Type: Educational/Humanitarian Tax ID #94-3123315 \$10,000</p>
<p>Fellowship of Catholic University Students P.O. Box 1210 Greeley, CO 80632-1210 Type: Educational Tax ID #84-1522811 \$8,000</p>	<p>Discalced Carmelites of Holy Hill 1525 Carmel Road Hubertus, WI 53033 Type: Educational/Religious Tax ID #39-0983088 \$500</p>
<p>Apostolate for Family Consecration 3375 County Road 36 Bloomington, OH 43910 Type: Educational/Religious Tax ID #51-0162721 \$10,000</p>	<p>Institute for Psychological Sciences 2001 Jefferson Davis Highway Suite 511 Arlington, VA 22202 Type: Educational Tax ID #54-1911091 \$5,000</p>
<p>Live Action 117 Bernal Road #70-153 San Jose, CA 95119 Type: Educational/Humanitarian Tax ID #42-1764425 \$10,000</p>	<p>Magis Institute 2532 Dupont Drive Irvine, California 92612 Type: Educational Tax ID #54-2075888 \$7,000</p>
<p>Life Legal Defense Foundation P.O. Box 2105 Napa, CA 94558 Type: Humanitarian Tax ID #68-0191488 \$5,000</p>	<p>National Catholic Bioethics Center 6399 Drexel Road Philadelphia, Pennsylvania 19151 Type: Educational Tax ID #04-2871526 \$4,000</p>
<p>Catholic Near East Welfare Association 1011 First Avenue New York, NY 10022 Type: Religious Tax ID #13-1623929 \$2,000</p>	
<p>Family Life Center 2130 Wade Hampton Blvd. Greenville, SC 29615 Type: Educational Tax ID #65-0368234 \$1,000</p>	
<p>American Center for Law and Justice P.O. Box 90555 Washington, D.C. 20090 Type: Humanitarian Tax ID #94-3037261 \$5,000</p>	
<p>Life Decisions International P.O. Box 75161 Washington, D.C. 20013 Type: Educational/Humanitarian Tax ID #16-1411105 \$1,000</p>	

BYLAWS
of
THE MORAN FOUNDATION

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BYLAWS
of
THE MORAN FOUNDATION

ARTICLE I
OFFICES

Section 1. Resident Agent; Registered Office. The resident agent of this corporation shall be Incorp Services, Inc. The registered office of this corporation in the State of Nevada shall be located at the Incorp Services Nevada office, ***2360 Corporation Circle, Suite 400, Henderson, Nevada 89074-7739***. This corporation shall keep a copy of this corporation's Articles of Incorporation and all amendments thereto, certified by the Nevada Secretary of State, a copy of these Bylaws, and all amendments hereto, certified by an officer of this corporation, and a copy of all this corporations tax returns online at the Incorp website of ***incorp.com***.

Section 2. Principal Office. The principal office of this corporation shall be located in Henderson, Nevada, or such other place as the Board of Directors may determine from time to time.

ARTICLE II
MEMBERSHIP

This corporation shall have no members within the meaning of Section 82.031 of the Nevada Revised Statutes, but the Board of Directors may, by resolution, establish one or more classes of nonvoting affiliates and provide for eligibility requirements for affiliation and rights and duties of affiliates, including the obligation to pay dues. Any reference to such persons as "members" shall not constitute such persons as members of this corporation under the Nevada Revised Statutes.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law, within the limits of the purposes of this corporation as stated in its Articles of Incorporation. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than two nor more than nine, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors. Any change in the

number of directors outside the range stated in the preceding sentence shall require a corresponding amendment to these Bylaws.

Section 3. Election, Qualification, and Term of Office of Directors. The directors in office shall elect their successors. Each director shall be elected for a term of one year. Each director shall hold office until a successor has been elected. Directors may serve an unlimited number of consecutive terms. All directors must be at least 18 years of age.

Section 4. Vacancies A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies (including future vacancies which will occur upon the effectiveness of the resignation of a director) may be filled by the remaining directors for the unexpired portion of the term.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. A majority of the directors entitled to vote for the director being removed may remove any director at any time, with or without cause.

Section 6. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President or any two directors, and noticed in accordance with Section 8.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section 8.

Section 8. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, email, or facsimile transmission, and shall state the date, place, and time of the meeting.

Section 9. Place of Meetings. Meetings of the Board of Directors may be held at any place specified in an otherwise valid notice of any such meeting.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. Any such consent need not specify the purpose of the meeting, but if the consent excepts any business, such business may not be transacted. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice

of a meeting shall also be deemed given to any director who attends the meeting and takes part in deliberations without objection to any defect in the call or notice.

Section 11. Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Sections 5 and 12; Article VII, Section 2; Article VIII, Section 1; and Article X, Section 3, of these Bylaws or in the Nevada Revised Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if, before or after the action, a majority of the directors then in office (or such other portion as may be required given the nature of the action) shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a majority vote of such directors, provided notice of any action taken by written consent must be given to all non-consenting directors within five working days after the required consents have been obtained.

Section 13. Telephone Meetings. Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 14. Inspection. Every director shall have the right during normal business hours, in person or by agent or attorney, to inspect and copy the books of account and all financial records of this corporation and, at such director's own cost, to make extracts therefrom; provided, however, that this right may be denied to any director who refuses, upon the request of an officer of the corporation, to furnish the corporation with an affidavit that such inspection is not desired for any purpose not related to the director's interest in the corporation.

Section 15. Compensation. The Board of Directors may fix, by resolution, the compensation of directors for services in any capacity. In addition, the Board of Directors may authorize the reimbursement to directors of reasonable and necessary out-of-pocket expenses incurred in the performance of their duties as directors.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution, create any number of Board Committees (each including at least one director, and which may include persons who are not directors) to serve at the pleasure of the

Board; name or rename such committees; and appoint the members of such committees. To the extent provided in the Board resolution creating any Board Committee, Board Committees may exercise all the authority of the Board, except for the powers to:

- (a) elect, appoint, or remove any directors or officers of this corporation;
- (b) amend, alter, or repeal these Bylaws or adopt new Bylaws;
- (c) adopt amendments to or repeal the Articles of Incorporation of this corporation;
- (d) amend, alter or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) create any other Board Committees or elect, appoint, or remove the members of any Board Committees;
- (f) approve or revoke approval of any plan of merger or consolidation with another corporation, any voluntary dissolution, or any sale, lease, exchange, or other disposition of all of the property and assets of this corporation; or
- (g) adopt a plan for the distribution of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person. The President of the Board shall be elected from among the directors of the corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice President. The Vice President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees,

shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation and such other corporate records as may be required by law, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall supervise the keeping of a copy of the Articles of Incorporation and a copy of these Bylaws at this corporation's registered office as provided in Article I, Section 1, of these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI STANDARD OF CARE FOR DIRECTORS AND OFFICERS AND PERSONAL LIABILITY

Section 1. Standard of Care. Directors and officers shall exercise their powers in good faith and with a view to the interests of this corporation.

In performing their respective duties, directors and officers shall be entitled to rely on information, opinions, reports, books of account, or statements, including financial statements and other financial data, that are prepared or presented by:

- (a) one or more directors, officers, or employees of this corporation reasonably believed to be reliable and competent as to the matters prepared or presented;
- (b) counsel, public accountants, or other persons as to matters reasonably believed to be within such person's professional or expert competence; or
- (c) a committee upon which the person relying thereon does not serve, established in accordance with Article IV, Section 1, of these Bylaws, as to matters within the committee's designated authority and on which the committee is reasonably believed to merit confidence;

but a director or officer is not entitled to rely on such information, opinions, reports, books of account, or statements if he or she has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

Section 2. Personal Liability. Except as provided in Section 82.136 of the Nevada Revised Statutes (which bars this corporation from issuing stock, operating

for the pecuniary gain of members, and distributing profits to members), Section 82.536 of the Nevada Revised Statutes (which grants general supervisory authority over this corporation to the Attorney General of the State of Nevada), and Chapter 35 of the Nevada Revised Statutes (which concerns actions brought against this corporation or its officers in the name of the State of Nevada), no action may be brought against an officer or director of this corporation based on any act or omission arising from failure in his or her official capacity to exercise due care regarding the management or operation of the corporation unless the act or omission involves intentional misconduct, fraud, or knowing violation of the law.

ARTICLE VII PROHIBITED TRANSACTIONS

Section 1. Transactions Involving Interested Directors or Officers. No contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and any corporation, firm, or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the Board or a Board Committee which authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for such purpose, if the circumstances specified in any of the following paragraphs exist:

(a) The fact of the common directorship, office, or financial interest is disclosed or known to the Board or Board Committee and noted in the minutes, and the Board or Board Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors; or

(b) The fact of the common directorship, office, or financial interest is not disclosed or known to the director or officer at the time the transaction is brought before the Board for action; or

(c) The contract or transaction is fair as to this corporation at the time it is authorized or approved.

Section 2. Approval Procedure. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or Board Committee which authorizes, approves, or ratifies a contract or transaction, which action shall require the vote of a majority of the disinterested directors then in office.

Section 3. Compliance with Private Foundation Rules. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary

notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

- (a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;
- (b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;
- (c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;
- (d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. This corporation shall indemnify its current and former officers and directors to the fullest extent permitted by, and in accordance with procedures stated in, Section 78.751 of the Nevada Revised Statutes, as applicable to this corporation.

Section 2. Insurance. This corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee, or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for any liability asserted against such person and liability and expenses incurred by such person in his or her capacity as a director, officer, employee, or agent, or arising out of his or her status as such, whether or not this corporation has the authority to indemnify such person against such liability and expenses, as and to the extent provided in Section 78.752 of the Nevada Revised Statutes.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation: (1) has determined that the specific charitable activity for which the donation was made furthers this corporation's exempt purposes; (2) has approved in advance disbursements of funds to support such charitable activity; (3) retains discretion and control as to the use of the contributions received by this corporation; and (4) exercises appropriate supervision to ensure funds are actually spent for the intended purposes.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.


Section 3. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors for adoption. The vote of a majority of the directors then in office or the majority written consent of the directors shall be required to adopt a bylaw amendment.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, Chapter 82 of the Nevada Revised Statutes as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Joshua Moran, certify that I am presently the duly elected and acting Secretary of The Moran Foundation, a Nevada nonprofit corporation for public benefit, and that the above Bylaws, consisting of ten pages, are the Bylaws of this corporation as adopted by the Board of Directors by written consent on May 12, 2012.

DATED: May 12, 2012


Joshua Moran, Secretary