Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: THE MORTON FOUNDATION, INC.

A Employer identification number: 04-3288386

Number and street (or P O box number if mail is not delivered to street address): C/O CAROLYN SAYWARD 1 NATE'S WAY — Room/suite:

B Telephone number: (207) 361 2525

City or town, state, and ZIP code: CAPE NEDDICK, ME 03902

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1938164.

J Accounting method ☐ 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))

	Line		(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	91220.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3.	3.	3.	STATEMENT 1
	4	Dividends and interest from securities	49950.	49950.	49950.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	28742.			
	b	Gross sales price for all assets on line 6a 781778.				
	7	Capital gain net income (from Part IV, line 2)		28742.		
	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 or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	169915.	78695.	49953.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	4791.	0.	0.	4791.
	b	Accounting fees				
	c	Other professional fees STMT 4	12379.	12379.	12379.	0.
	17	Interest				
	18	Taxes STMT 5	535.	0.	535.	0.
	19	Depreciation and depletion	453.	0.	1963.	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	87815.	0.	0.	87815.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	105973.	12379.	14877.	92606.
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements.** Add lines 24 and 25	105973.	12379.	14877.	92606.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	63942.			
	b	**Net investment income** (if negative, enter -0-)		66316.		
	c	**Adjusted net income** (if negative, enter -0-)			35076.	

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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	49237.	31826.	31826.
	2 Savings and temporary cash investments	65427.	99028.	99028.
	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 8	1184773.	1247755.	1418783.
	c Investments - corporate bonds STMT 9	208249.	234548.	236368.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	190076.	149000.	151858.
	14 Land, buildings, and equipment basis ▶ 15247.			
	Less accumulated depreciation STMT 11 ▶ 14946.	754.	301.	301.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1698516.	1762458.	1938164.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16613.	16613.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1681903.	1745845.	
	30 **Total net assets or fund balances**	1698516.	1762458.	
	31 **Total liabilities and net assets/fund balances**	1698516.	1762458.	

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	1698516.
2	Enter amount from Part I, line 27a	2	63942.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1762458.
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	1762458.

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	781778.		753036.	28742.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				28742.

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	28742.
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	-8529.

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	75255.	1785940.	.042137
2010	89519.	1620951.	.055226
2009	83208.	1395246.	.059637
2008	88380.	1187065.	.074453
2007	86466.	1560839.	.055397

2 Total of line 1, column (d)	2	.286850
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	.057370
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1837513.
5 Multiply line 4 by line 3	5	105418.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	663.
7 Add lines 5 and 6	7	106081.
8 Enter qualifying distributions from Part XII, line 4	8	92606.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1326.
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	1326.
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	1326.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 552.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 774.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1326.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	2.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2.
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** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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.*	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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA, ME			
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*	8b	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

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12-05-12

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 ▶ CAROLYN M. SAYWARD Telephone no ▶207-361-2525

Located at ▶ 1 NATE'S WAY, CAPE NEDDICK, ME ZIP+4 ▶03902

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

			Yes	No
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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? 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
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(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
CAROLYN M. SAYWARD SEE STATEMENT 7 1 NATE'S WAY CAPE NEDDICK, ME 03902	SECRETARY, DIRECTOR 10.00	0.	0.	0.
CHRISTINA C.M. WHITAKER SEE STATMNT 7 8 CUNNINGHAM ROAD FREEPORT, ME 04032	TREASURER,DIRECTOR 10.00	0.	0.	0.
A. KATHLEEN HASTINGS SEE STATEMENT 7 48 ANNIS LANE HOPE, ME 04847	PRESIDENT, DIRECTOR 2.00	0.	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

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 SEE STATEMENT 12	73296.
2 SEE STATEMENT 13	13935.
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.

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	1730335.
b	Average of monthly cash balances	1b	135160.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1865495.
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	1865495.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27982.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1837513.
6	**Minimum investment return.** Enter 5% of line 5	6	91876.

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

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

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	92606.
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	92606.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	92606.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years ______ , ______ , ______				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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 ▶ 05/20/96

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 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	35076.	32428.	44239.	31426.	143169.
b 85% of line 2a	29815.	27564.	37603.	26712.	121694.
c Qualifying distributions from Part XII, line 4 for each year listed	92606.	75255.	89519.	83208.	340588.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	16979.	38434.	55413.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	92606.	75255.	72540.	44774.	285175.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	61251.	59531.	54032.	46508.	221322.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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))

NONE

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines

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

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*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	49950.	
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			14	1166.	27576.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		51119.	27576.

13 Total. Add line 12, columns (b), (d), and (e) 13 78695.

(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)
3,4	INVESTMENT INCOME USED TO FUND CHARITABLE ACTIVITIES

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Carolyn Sayward | 12.19.13 | Registered Clerk

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRADLEY JON NYSTEDT	Brad Nystedt	12/04/13		P00085729
Firm's name ▶ NYSTEDT & FLETCHER, PLLC			Firm's EIN ▶ 20-3036644	
Firm's address ▶ 2970 N. SWAN ROAD - SUITE 221 TUCSON, AZ 85712			Phone no 520-881-3900	

223622
12-05-12

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 MORTON FOUNDATION, INC.	04-3288386

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	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROLYN M. MORTON CHARITABLE LEAD TRUST DR. A KEITH WHITAKER,260 CANTON AVE MILTON, MA 02186	$ 91220.	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.)

Name of organization	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE MORTON FOUNDATION, INC.	04-3288386

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc, contributions of $1,000 or less for the year (Enter this information once.) ▶ $________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE	062905	200DB	7.00	17	857.			857.	857.		0.
2	FAX MACHINE	062905	200DB	5.00	17	382.			382.	382.		0.
3	LIGHT FIXTURE	062905	200DB	7.00	17	457.			457.	457.		0.
4	COMPUTER	050206	200DB	5.00	17	2435.			2435.	2435.		0.
5	COMPUTER	030608	200DB	5.00	17	2000.		1000.	1000.	929.		71.
6	COMPUTER	051208	200DB	5.00	17	3800.		1900.	1900.	1718.		182.
7	COMPUTER	081109	200DB	5.00	17	1490.		745.	745.	530.		86.
8	COMPUTER	022310	200DB	5.00	17	1989.		995.	994.	708.		114.
9	LAPTOP COMPUTER	011811	200DB	5.00	17	760.		760.				0.
10	PRINTER	030111	200DB	5.00	17	207.		207.				0.
11	IPAD	050311	200DB	5.00	17	870.		870.				0.
	* TOTAL 990-PF PG 1 DEPR					15247.		6477.	8770.	8016.	0.	453.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Portfolio Value - As of 6/30/2013

As of 6/30/2013

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				99,028.20	0.00	99,028.20
TOTAL (No Type)				**99,028.20**	**0.00**	**99,028.20**
Bond						
BERKSHIRE HATHAWAY FI...	250.000	106.353		27,489.25	-901.12	26,588.13
CISCO SYSTEMS IN 4.95%1...	250.000	114.362		29,835.75	-1,245.27	28,590.48
GENERAL ELEC CAP CORP...	250.000	98.859		23,187.25	1,527.55	24,714.80
JPMORGAN CHASE 4.95%2...	250.000	109.148		25,277.00	2,009.98	27,286.98
MERRILL LYNCH CO INC M...	250.000	99.671		24,261.75	655.95	24,917.70
MORGAN STANLEY 5.375%...	250.000	107.041		26,775.00	-14.72	26,760.28
REALTY INCM CORP 2%1...	250.000	96.977		25,258.25	-1,013.92	24,244.33
WELLPOINT INC 5.25%16N...	250.000	109.550		27,434.50	-47.00	27,387.50
WELLS FARGO 2.625%16N...	250.000	103.512		25,029.25	848.85	25,878.10
TOTAL Bond				**234,548.00**	**1,820.28**	**236,368.28**
Mutual Fund						
ARTISAN INTL FUND	0.004	.000		0.11	-0.11	0.00
EATON VANCE FLOATING ...	0.005	9.120	*	0.04	0.01	0.05
PIMCO FOREIGN BOND FD ...	2,070.466	9.850	*	20,000.00	394.09	20,394.09
PIMCO TOTAL RETURN FU...	7,518.323	10.760	*	79,000.00	1,897.16	80,897.16
VANGUARD S/T INVESTME...	4,743.594	10.660	*	50,000.00	566.71	50,566.71
TOTAL Mutual Fund				**149,000.15**	**2,857.85**	**151,858.00**
Stock						
ABBOTT LABORATORIES	488.000	34.880		16,784.97	236.47	17,021.44
abbvie	240.000	41.340		8,161.43	1,760.17	9,921.60
ACCENTURE PLC CL A F	280.000	71.960	*	15,608.68	4,540.12	20,148.80
AMERICAN INTL GROUP N...	450.000	44.700	*	12,735.09	7,379.91	20,115.00
AMERIPRISE FINANCIAL INC	128.000	80.880	*	6,783.86	3,568.78	10,352.64
AMERISOURCEBERGEN C...	192.000	55.830	*	5,997.16	4,722.20	10,719.36
AMGEN INCORPORATED	83.000	98.660		8,695.32	-506.54	8,188.78
APPLE INC	32.000	396.530	*	13,974.28	-1,285.32	12,688.96
BARCLAY BANK IPATH ETN...	309.000	50.680	*	18,101.53	-2,441.41	15,660.12
BARCLAYS BANK IPATH ET...	415.000	42.750	*	17,035.53	705.72	17,741.25
BOOZ ALLEN HAMILTON ...	900.000	17.380	*	12,161.43	3,480.57	15,642.00
BRINKER INTL INC TENDE...	500.000	39.430	*	9,456.95	10,258.05	19,715.00
BRISTOL-MYERS SQUIBB ...	378.000	44.690	*	10,702.91	6,189.91	16,892.82
BUNGE LIMITED F	178.000	70.770		12,845.58	-248.52	12,597.06
C B L & ASSOC PROPERTI...	423.000	21.420		10,109.34	-1,048.68	9,060.66
C M S ENERGY CORP	550.000	27.170	*	10,838.29	4,105.21	14,943.50
CARDINAL HEALTH INC	300.000	47.200	*	11,530.60	2,629.40	14,160.00
CHEVRON CORPORATION	120.000	118.340	*	10,055.11	4,145.69	14,200.80
CISCO SYSTEMS INC	710.000	24.335		12,780.66	4,497.19	17,277.85
CITIGROUP INC NEW	420.000	47.970	*	13,851.73	6,295.67	20,147.40
COMPANHIA DE SANEAM A...	600.000	10.410	*	4,858.69	1,387.31	6,246.00
CONOCOPHILLIPS	247.000	60.500		15,257.99	-314.49	14,943.50
EASTMAN CHEMICAL CO	200.000	70.010	*	7,890.95	6,111.05	14,002.00
ETFS PHYS PLATINUM ETF...	43.000	131.080	*	6,610.31	-973.87	5,636.44
EXELIS INC	777.000	13.790		8,459.76	2,255.07	10,714.83
EXXON MOBIL CORPORATI...	125.000	90.350	*	8,799.22	2,494.53	11,293.75

Portfolio Value - As of 6/30/2013

As of 6/30/2013

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
FORD MOTOR COMPANY N...	1,456.000	15.470	*	17,677.15	4,847.17	22,524.32
FRONTIER COMMUNICATI...	2,600.000	4.050	*	11,840.77	-1,310.77	10,530.00
GANNETT CO INC DEL	640.000	24.460		9,885.05	5,769.35	15,654.40
GENERAL ELECTRIC COM...	800.000	23.190	*	12,959.35	5,592.65	18,552.00
Guggenheim ETF	230.000	61.270	*	11,280.03	2,812.07	14,092.10
HARSCO CORPORATION	330.000	23.190	*	8,142.79	-490.09	7,652.70
HEWLETT-PACKARD COM...	535.000	24.800	*	8,202.76	5,065.24	13,268.00
HUNTSMAN CORPORATIO...	540.000	16.560	*	6,753.01	2,189.39	8,942.40
INTL BUSINESS MACHINES	100.000	191.110	*	14,487.86	4,623.14	19,111.00
ISHARES MSCI CDA IDX FD...	483.000	26.150	*	13,449.24	-818.79	12,630.45
ISHARES MSCI EMU INDX ...	1,023.000	32.480	*	33,759.36	-532.32	33,227.04
ISHARES MSCI ETF EA...	194.000	57.190	*	10,956.20	138.66	11,094.86
ISHARES MSCI ETF US...	928.000	32.570	*	28,611.26	1,613.70	30,224.96
ISHARES MSCI GRMNY IDX...	240.000	24.700	*	5,867.50	60.50	5,928.00
ISHARES MSCI JPN IDX FD ...	3,010.000	11.220	*	30,511.16	3,261.04	33,772.20
ISHARES MSCI KOREA IDX ...	174.000	53.200	*	9,488.06	-231.26	9,256.80
ISHARES MSCI PAC EX JA...	459.000	43.030	*	20,226.32	-475.55	19,750.77
ISHARES MSCI S F INDX F...	35.000	58.440	*	2,334.98	-289.58	2,045.40
ISHARES MSCI SWITZRLN...	406.000	28.650	*	9,508.14	2,123.76	11,631.90
ISHARES MSCI TURKEY ID...	49.000	59.400	*	3,051.33	-140.73	2,910.60
ISHARES MSCI UTD KINGD...	1,359.000	17.660	*	22,670.32	1,329.62	23,999.94
ISHARES TR BARCLAYS B...	121.000	105.030	*	12,617.90	90.73	12,708.63
ISHARES TR BARCLAYS B...	109.000	107.450	*	11,258.30	453.75	11,712.05
ISHARES TR COMEX GOLD...	791.000	11.990	*	10,715.90	-1,231.81	9,484.09
ISHARES TR LEHMAN BD F...	203.000	102.500	*	21,796.80	-989.30	20,807.50
ISHARES TR S&P LATN AM...	151.000	36.760	*	7,288.23	-1,737.47	5,550.76
ISHARES TRUST S&P NATL...	38.000	105.040	*	3,714.92	276.60	3,991.52
JOHNSON & JOHNSON	200.000	85.860	*	12,784.55	4,387.45	17,172.00
JPMORGAN CHASE & CO	400.000	52.790	*	16,726.90	4,389.10	21,116.00
KEYCORP INC NEW	1,743.000	11.040		14,870.82	4,371.90	19,242.72
L-3 COMMUNICATIONS HL...	130.000	85.740	*	8,925.18	2,221.02	11,146.20
LYONDELLBASELL INDS ...	240.000	66.260	*	9,678.05	6,224.35	15,902.40
MARKET VECTORS ETF TR...	190.000	25.180		5,956.44	-1,172.24	4,784.20
MICROSOFT CORP DUTCH ...	440.000	34.545	*	11,455.96	3,743.84	15,199.80
MORGAN STANLEY	702.000	24.430		16,543.44	606.42	17,149.86
MURPHY OIL CORP HLDG	240.000	60.890		12,477.77	2,135.83	14,613.60
NORTHROP GRUMMAN CO...	220.000	82.800	*	14,220.51	3,995.49	18,216.00
PHILLIPS 66	212.000	58.910		13,209.24	-720.32	12,488.92
POLARIS INDUSTRIES INC	150.000	95.000	*	5,518.51	8,731.49	14,250.00
PORTUGAL TELECM SPN A...	1,536.000	3.930	*	7,843.47	-1,806.99	6,036.48
POWERSHARES DB G10 C...	460.000	25.410	*	10,872.99	815.61	11,688.60
POWERSHARES ETF ...	1,184.000	27.060	*	33,953.49	-1,913.98	32,039.51
POWERSHARES ETF ...	583.000	28.630	*	16,773.81	-82.52	16,691.29
POWERSHARES EXCH TR...	294.000	28.180	*	7,352.69	932.23	8,284.92
POWERSHS DB MULTI SEC...	611.000	27.170	*	15,790.35	810.52	16,600.87
POWERSHS EXCH TRAD F...	280.000	27.561	*	7,472.35	244.73	7,717.08
PROCTER & GAMBLE EXC...	332.000	76.990		23,104.64	2,456.04	25,560.68
ROYAL CARIBBEAN CRUIS...	390.000	33.340	*	9,365.87	3,636.73	13,002.60
S P D R S&P 500 ETF TR E...	156.000	160.420	*	19,573.94	5,451.58	25,025.52
SEADRILL LTD F	340.000	40.740	*	11,564.44	2,287.16	13,851.60
SHIP FINANCE INTL F	715.000	14.840	*	11,888.75	-1,278.15	10,610.60
SLM CORPORATION	750.000	22.860	*	9,828.44	7,316.56	17,145.00

Portfolio Value - As of 6/30/2013

As of 6/30/2013

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
SPDR BARCLAYS ETF 0...	428.000	30.180		12,829.01	88.03	12,917.04
SPDR S&P EMERGING ASIA	187.000	71.870	*	14,645.28	-1,205.59	13,439.69
TELSTRA LTD SPON ADR ...	530.000	21.840	*	9,654.69	1,920.51	11,575.20
TEXAS INSTRUMENTS INC	414.000	34.850		15,303.64	-875.74	14,427.90
VANGUARD GOVT BOND E...	302.000	68.774		21,375.48	-605.73	20,769.75
VANGUARD INTL EQTY ET...	385.000	53.380		19,223.54	1,327.76	20,551.30
VANGUARD MSCI EAFE ETF	488.000	35.600	*	15,628.33	1,744.47	17,372.80
VANGUARD MSCI EMERGI...	603.000	38.795	*	27,480.86	-4,087.47	23,393.39
VANGUARD REIT	281.000	68.720	*	19,919.65	-609.33	19,310.32
WADDELL & REED FINL CL A	303.000	43.500		12,572.42	608.08	13,180.50
WALGREEN COMPANY	490.000	44.200	*	17,654.72	4,003.28	21,658.00
WAL-MART STORES INC	318.000	74.490	*	22,645.31	1,042.51	23,687.82
WELLPOINT INC	200.000	81.840	*	13,524.55	2,843.45	16,368.00
WESTERN UNION COMPANY	600.000	17.110		10,601.60	-335.60	10,266.00
WILLIAMS SONOMA	380.000	55.890	*	14,608.13	6,630.07	21,238.20
XEROX CORP	1,450.000	9.070	*	13,756.93	-605.43	13,151.50
XL GROUP PLC F	292.000	30.320		9,436.23	-582.79	8,853.44
TOTAL Stock				**1,247,755.03**	**171,028.22**	**1,418,783.25**
TOTAL Investments				**1,730,331.38**	**175,706.38**	**1,906,037.76**

Portfolio Value - As of 6/30/2012

As of 6/30/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				65,427.39	0.00	65,427.39
TOTAL (No Type)				**65,427.39**	**0.00**	**65,427.39**
Bond						
ABBOTT LABS 5.875%16BO...	250.000	118.073		28,794.75	723.60	29,518.35
BERKSHIRE HATHAWAY FIN...	250.000	110.163		27,489.25	51.53	27,540.78
GENERAL ELEC CAP CORP ...	250.000	94.193		23,187.25	360.88	23,548.13
JPMORGAN CHASE 4.95%20...	250.000	108.604		25,277.00	1,873.98	27,150.98
MERRILL LYNCH CO INC MT...	250.000	94.109		24,261.75	-734.40	23,527.35
MORGAN STANLEY 5.375%1...	250.000	101.834		26,775.00	-1,316.62	25,458.38
WELLPOINT INC 5.25%16NO...	250.000	111.695		27,434.50	489.30	27,923.80
WELLS FARGO 2.625%16NO...	250.000	103.064		25,029.25	736.85	25,766.10
TOTAL Bond				**208,248.75**	**2,185.10**	**210,433.85**
Mutual Fund						
ARTISAN INTL FUND	0.004	21.890	*	0.11	-0.02	0.09
EATON VANCE FLOATING R...	0.005	8.970	*	0.04	0.00	0.04
PIMCO FOREIGN BOND FD ...	2,070.466	10.890	*	20,000.00	2,547.37	22,547.37
PIMCO TOTAL RETURN FUN...	7,518.323	11.300	*	79,000.00	5,957.05	84,957.05
SCHWAB VALUE ADVANTA...	41,076.000	1.000		41,076.00	0.00	41,076.00
VANGUARD S/T INVESTMEN...	4,743.594	10.750	*	50,000.00	993.64	50,993.64
TOTAL Mutual Fund				**190,076.15**	**9,498.04**	**199,574.19**
Stock						
AB SVENSK EXPORT 2022F ...	810.000	8.900	*	7,085.52	123.48	7,209.00
ACCENTURE PLC CL A F	280.000	60.090	*	15,608.68	1,216.52	16,825.20
ALPS TRUST ETF ALERIAN ...	269.000	15.980	*	4,179.20	119.42	4,298.62
AMERICAN INTL GROUP NEW	450.000	32.090		12,735.09	1,705.41	14,440.50
AMERIPRISE FINANCIAL INC	250.000	52.260		13,249.72	-184.72	13,065.00
AMERISOURCEBERGEN CO...	320.000	39.350	*	9,995.27	2,596.73	12,592.00
ANNALY CAPITAL MGMT REIT	800.000	16.780	*	14,365.14	-941.14	13,424.00
APPLE INC	24.000	584.000	*	9,788.37	4,227.63	14,016.00
APPLIED MATERIALS INC	600.000	11.445	*	6,950.95	-83.95	6,867.00
ARCHER-DANIELS-MIDLND ...	390.000	29.520		12,443.48	-930.68	11,512.80
BARCLAY BANK IPATH ETN ...	153.000	56.231	*	9,226.48	-623.14	8,603.34
BRINKER INTL INC TENDER ...	500.000	31.870	*	9,456.95	6,478.05	15,935.00
BRISTOL-MYERS SQUIBB C...	575.000	35.950	*	16,280.88	4,390.37	20,671.25
C M S ENERGY CORP	550.000	23.500	*	10,838.29	2,086.71	12,925.00
CARDINAL HEALTH INC	190.000	42.000	*	6,915.07	1,064.93	7,980.00
CHEVRON CORPORATION	120.000	105.500	*	10,055.11	2,604.89	12,660.00
CISCO SYSTEMS INC	710.000	17.170	*	12,780.66	-589.96	12,190.70
CLAYMORE EXCH TRADED ...	602.000	21.830		12,887.24	254.42	13,141.66
COCA COLA ENT NEW	440.000	28.040		11,602.07	735.53	12,337.60
COHEN & STEERS QUALITY ...	469.000	10.450		4,174.33	726.72	4,901.05
COMPANHIA DE SANEAM A...	140.000	75.860		6,802.16	3,818.24	10,620.40
CONAGRA FOODS INC	370.000	25.930		7,989.30	1,604.80	9,594.10
EASTMAN CHEMICAL CO	200.000	50.370		7,890.95	2,183.05	10,074.00
ENDURANCE SPECALTY HL...	290.000	38.320	*	12,257.47	-1,144.67	11,112.80
engility holdings	21.000	17.343	*	364.21	0.00	364.21
EXXON MOBIL CORPORATION	125.000	85.570		8,799.22	1,897.03	10,696.25

Portfolio Value - As of 6/30/2012

As of 6/30/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
FIFTH THIRD BANCORP	470 000	13.400		6,598.35	-300.35	6,298.00
FORD MOTOR COMPANY N...	560.000	9.590		6,554.79	-1,184.39	5,370.40
GAMESTOP CORP CL A NEW	470.000	18.360		9,149.70	-520.50	8,629.20
GANNETT CO INC DEL	640.000	14.730		9,885.05	-457.85	9,427.20
GENERAL ELECTRIC COMP...	800.000	20.840		12,959.35	3,712.65	16,672.00
Guggenheim ETF	255.000	49.520		12,506.12	121.48	12,627.60
HARTFORD FINL SVCS GRP	450.000	17.630		8,473.14	-539.64	7,933.50
INTL BUSINESS MACHINES	120.000	195.580	*	17,385.43	6,084.17	23,469.60
ISHARES MSCI CDA IDX FD ...	483.000	25.840		13,449.24	-968.52	12,480.72
ISHARES MSCI EMU INDX F...	1,023.000	27.450		33,759.36	-5,678.01	28,081.35
ISHARES MSCI ETF EAF...	165.000	51.360		8,476.93	-2.53	8,474.40
ISHARES MSCI GRMNY IDX ...	240.000	19.800	*	5,867.50	-1,115.50	4,752.00
ISHARES MSCI JPN IDX FD J...	3,010.000	9.410	*	30,511.16	-2,187.06	28,324.10
ISHARES MSCI KOREA IDX ...	174.000	54.810	*	9,488.06	48.88	9,536.94
ISHARES MSCI PAC EX JAP...	459.000	40.750	*	20,226.32	-1,522.07	18,704.25
ISHARES MSCI S F INDX FD...	35.000	63.900		2,334.98	-98.48	2,236.50
ISHARES MSCI SWITZRLND ...	406.000	22.910	*	9,508.14	-206.68	9,301.46
ISHARES MSCI TURKEY IDX ...	49.000	52.340	*	3,051.33	-486.67	2,564.66
ISHARES MSCI UTD KINGDM...	1,359.000	16.290		22,670.32	-532.21	22,138.11
ISHARES SILVER TRUST IN...	209.000	26.650		6,063.93	-494.08	5,569.85
ISHARES TR BARCLAYS BO...	234.000	104.710		24,448.58	53.56	24,502.14
ISHARES TR BARCLAYS BO...	109.000	110.990		11,258.30	839.61	12,097.91
ISHARES TR COMEX GOLD *...	2,656.000	15.560	*	40,874.67	452.69	41,327.36
ISHARES TR S&P LATN AME...	333.000	41.450	*	16,089.69	-2,286.84	13,802.85
ISHARES TRUST S&P NATL ...	38.000	110.070		3,714.92	467.74	4,182.66
JOHNSON & JOHNSON	200.000	67.560	*	12,784.55	727.45	13,512.00
JPMORGAN CHASE & CO	200.000	35.730		7,924.55	-778.55	7,146.00
KEYCORP INC NEW	910.000	7.740	*	7,216.15	-172.75	7,043.40
L-3 COMMUNICATIONS HLD...	130.000	74.010		8,925.18	696.12	9,621.30
LENDER PROCESSING SVCS	430.000	25.280		6,630.61	4,239.79	10,870.40
MARKET VECTORS ETF TRU...	190.000	26.160	*	5,956.44	-986.04	4,970.40
MASTERCARD INC ** PENDI...	22.000	430.110	*	7,028.76	2,433.66	9,462.42
MICROSOFT CORP DUTCH ...	680.000	30.590		17,831.74	2,969.46	20,801.20
MURPHY OIL CORP HLDG	240.000	50.290		12,477.77	-408.17	12,069.60
NORFOLK SOUTHERN CORP	200.000	71.770		13,541.89	812.11	14,354.00
NORTHROP GRUMMAN CORP	220.000	63.790		14,220.51	-186.71	14,033.80
ORACLE CORPORATION	630.000	29.700		17,950.09	760.91	18,711.00
POLARIS INDUSTRIES INC	240.000	71.480	*	8,829.61	8,325.59	17,155.20
POWERSHARES DB G10 CR...	460.000	24.610		10,872.99	447.61	11,320.60
POWERSHARES EXCH TRA...	294.000	29.700		7,352.69	1,379.11	8,731.80
POWERSHARES GLOBAL E...	454.000	18.730		8,353.61	149.81	8,503.42
POWERSHS DB MULTI SEC...	447.000	25.240		11,610.71	-328.43	11,282.28
POWERSHS DB US DOLLAR...	1,030.000	22.470		22,450.73	693.37	23,144.10
POWERSHS EXCH TRAD FD...	280.000	26.980	*	7,472.35	82.05	7,554.40
POWERSHS EXCH TRAD FD...	360.000	28.830		9,721.39	657.41	10,378.80
PROCTER & GAMBLE EXCH...	200.000	61.250	*	12,740.55	-490.55	12,250.00
QUANTSHARES U S ETF ...	520.000	24.060		12,410.93	100.27	12,511.20
QUANTSHARES U S ETF XX...	517.000	23.410		12,398.72	-295.75	12,102.97
ROYAL CARIBBEAN CRUISE...	390.000	26.030	*	9,365.87	785.83	10,151.70
S P D R S&P 500 ETF TR EX...	149.000	136.105		18,562.34	1,717.31	20,279.65
SAFEWAY INC	580.000	18.150		14,273.63	-3,746.63	10,527.00
SEADRILL LTD F	230.000	35.520	*	7,448.97	720.63	8,169.60

Portfolio Value - As of 6/30/2012

As of 6/30/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
SIMON PPTY GROUP NEW R...	55.000	155.660		6,382.27	2,179.03	8,561.30
SLM CORPORATION	750.000	15.710		9,828.44	1,954.06	11,782.50
SPDR BARCLAYS CAPITAL ...	193.000	39.460	*	7,726.83	-111.05	7,615.78
SPDR BARCLAYS ETF 0-...	428.000	30.100		12,829.01	53.75	12,882.76
SPDR S&P EMERGING ASIA	187.000	68.890	*	14,645.28	-1,762.85	12,882.43
STATOILHYDRO ASA ADR F...	300.000	23.860		6,902.65	255.35	7,158.00
TELECOM ITALIA NEW ADR ...	940.000	9.850		10,296.12	-1,037.12	9,259.00
TELSTRA LTD SPON ADR F...	530.000	18.850		9,654.69	335.81	9,990.50
TIBCO SOFTWARE INC	250.000	29.920		6,613.70	866.30	7,480.00
TUPPERWARE BRANDS CO...	210.000	54.760		14,743.05	-3,243.45	11,499.60
VANGUARD INTL EQTY ETF ...	197.000	47.800		8,234.63	1,181.97	9,416.60
VANGUARD MSCI EAFE ETF	260.000	31.570	*	8,053.31	154.89	8,208.20
VANGUARD MSCI EMERGIN...	603.000	39.930		27,480.86	-3,403.07	24,077.79
VANGUARD REIT	141.000	65.430	*	7,725.10	1,500.53	9,225.63
VERIZON COMMUNICATIONS	200.000	44.440		6,552.55	2,335.45	8,888.00
WALGREEN COMPANY	490.000	29.580		17,654.72	-3,160.52	14,494.20
WELLPOINT INC	200.000	63.790		13,524.55	-766.55	12,758.00
WESTERN UNION COMPANY	600.000	16.840		10,601.60	-497.60	10,104.00
WILLIAMS COMPANIES	610.000	28.820	*	11,682.28	5,897.92	17,580.20
WILLIAMS SONOMA	380.000	34.970		14,608.13	-1,319.53	13,288.60
WISDOMTREE DREYFUS ET...	175.000	20.180		4,045.85	-514.35	3,531.50
WISDOMTREE EQUITY INC ...	253.000	45.950	*	9,905.80	1,719.55	11,625.35
WISDOMTREE TRUST CHIN...	305.000	25.210	*	7,737.35	-48.30	7,689.05
WSTRN ASSET EMERGNG ...	562.000	14.640	*	7,308.77	918.91	8,227.68
XEROX CORP	1,360.000	7.870	*	14,298.00	-3,594.80	10,703.20
XL GROUP PLC F	400.000	21.040		9,356.69	-940.69	8,416.00
TOTAL Stock				**1,184,772.73**	**45,793.62**	**1,230,566.35**
TOTAL Investments				**1,648,525.02**	**57,476.78**	**1,706,001.80**

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	450 HARTFORD FINL SVCS GRP		09/16/11	07/10/12
b	100 KIMBERLY-CLARK CORP		07/12/12	07/17/12
c	290 CINEMARK HOLDINGS INC		07/10/12	09/04/12
d	600 APPLIED MATERIALS INC		09/16/11	09/12/12
e	470 GAMESTOP CORP CL A NEW		06/06/12	10/22/12
f	200 KIMBERLY-CLARK CORP		07/12/12	01/08/13
g	940 TELECOM ITALIA NEW ADR FSPONSORED ADR		02/21/12	01/23/13
h	260 TELECOM ITALIA NEW ADR FSPONSORED ADR		12/24/12	01/23/13
i	180 UNITED PARCEL SERVICE B CLASS B		07/11/12	02/11/13
j	350 GARMIN LTD NEW F		09/12/12	02/20/13
k	200 IAC/INTERACTIVE CORP NEW		09/12/12	02/25/13
l	100 IAC/INTERACTIVE CORP NEW		12/24/12	02/25/13
m	200 SOUTHERN COPPER CORP		09/14/12	04/15/13
n	250 TIBCO SOFTWARE INC		06/15/12	04/22/13
o	150 TIBCO SOFTWARE INC		12/24/12	04/22/13

	(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	7502.		8473.	-971.
b	8585.		8448.	137.
c	6841.		6700.	141.
d	6988.		6951.	37.
e	10854.		9150.	1704.
f	16827.		16897.	-70.
g	9074.		10296.	-1222.
h	2510.		2348.	162.
i	14837.		14182.	655.
j	12395.		14170.	-1775.
k	8301.		10342.	-2041.
l	4150.		4628.	-478.
m	6437.		7385.	-948.
n	4601.		6614.	-2013.
o	2761.		3339.	-578.

	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				** -971.
b				** 137.
c				** 141.
d				** 37.
e				** 1704.
f				** -70.
g				** -1222.
h				** 162.
i				** 655.
j				** -1775.
k				** -2041.
l				** -478.
m				** -948.
n				** -2013.
o				** -578.

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	

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** (SHORT-TERM)

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	390 ARCHER-DANIELS-MIDLND CO		06/06/12	05/10/13
b	140 ARCHER-DANIELS-MIDLND CO		12/24/12	05/10/13
c	605 HEWLETT-PACKARD COMPANY		01/08/13	05/22/13
d	200 ANNALY CAPITAL MGMT REIT		12/24/12	05/28/13
e	150 STATOILHYDRO ASA ADR FSPONSORED ADR 1 ADR REP		12/24/12	06/04/13
f	113 ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR CRE		08/18/11	07/03/12
g	165 ISHARES MSCI ETF EAFE MINIMUM VOLATILI		04/05/12	09/07/12
h	269 ALPS TRUST ETF ALERIAN MLP		09/15/11	09/10/12
i	257 QUANTSHARES U S ETF XXXCOMPLETELY LIQUIDATED		06/08/12	09/10/12
j	260 QUANTSHARES U S ETF XXXCOMPLETELY LIQUIDATED		06/15/12	09/10/12
k	250 QUANTSHARES U S ETF MKT NEUTRAL VALUE FUN		06/08/12	09/10/12
l	270 QUANTSHARES U S ETF MKT NEUTRAL VALUE FUN		06/15/12	09/10/12
m	469 COHEN & STEERS QUALITY INCOME REALTY FUND INC		01/12/12	09/26/12
n	107 ISHARES SILVER TRUST INDEX FUND		09/28/11	09/26/12
o	27 VANGUARD REIT		01/10/12	09/26/12

	(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	13230.		12443.	787.
b	4749.		3900.	849.
c	12873.		9276.	3597.
d	2827.		2941.	-114.
e	3416.		3748.	-332.
f	11797.		11831.	-34.
g	8835.		8477.	358.
h	4387.		4179.	208.
i	5916.		6164.	-248.
j	5985.		6235.	-250.
k	6070.		5960.	110.
l	6555.		6451.	104.
m	4889.		4174.	715.
n	3517.		3108.	409.
o	1746.		1584.	162.

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				** 787.
b				** 849.
c				** 3597.
d				** -114.
e				** -332.
f				** -34.
g				** 358.
h				** 208.
i				** -248.
j				** -250.
k				** 110.
l				** 104.
m				** 715.
n				** 409.
o				** 162.

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	

223591
05-01-12

** (SHORT-TERM)

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	827 ISHARES TR COMEX GOLD ** PENDING ENLISTMENT *		02/02/12	10/23/12
b	352 QUANTSHARES U S ETF MKT NEUTRAL MOMENTUM		09/10/12	11/06/12
c	349 QUANTSHARES U S ETF MKT NEUTRAL SIZE FUND		09/10/12	11/06/12
d	353 QUANTSHARES U S ETF XXXCOMPLETELY LIQUIDATED		09/10/12	11/20/12
e	87 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		12/31/12	12/31/12
f	177 BARCLAYS BANK IPATH ETN S&P 500 DYNAMIC VIX		07/02/12	01/31/13
g	88 MARKET VECTORS ETF TRUSTGOLD MINERS FUND		09/10/12	01/31/13
h	25 GUGGENHEIM ETF		05/29/12	02/21/13
i	241 GUGGENHEIM ETF		12/31/12	02/21/13
j	78 ISHARES MSCI BRAZIL INDXBRAZIL FREE INDEX FUND		08/09/12	02/21/13
k	174 ISHARES MSCI ETF POLAND INVESTABLE MAR		08/09/12	02/21/13
l	154 ISHARES MSCI SPAIN IDX SPAIN INDEX FUND		09/07/12	02/21/13
m	159 VANGUARD MSCI EAFE ETF		09/07/12	02/21/13
n	28 WISDOMTREE DREYFUS ETF EMERGING CURRENCY FUND		01/31/13	03/21/13
o	182 WISDOMTREE DREYFUS ETF EMERGING CURRENCY FUND		01/31/13	03/22/13

	(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	13744.		14163.	-419.
b	8783.		8837.	-54.
c	8611.		8793.	-182.
d	8519.		8772.	-253.
e	12289.		12289.	0.
f	7412.		10109.	-2697.
g	3655.		4406.	-751.
h	1424.		1226.	198.
i	13724.		12725.	999.
j	4237.		4322.	-85.
k	4664.		4346.	318.
l	4548.		4386.	162.
m	5685.		5361.	324.
n	587.		594.	-7.
o	3809.		3862.	-53.

	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				** -419.
b				** -54.
c				** -182.
d				** -253.
e				** 0.
f				** -2697.
g				** -751.
h				** 198.
i				** 999.
j				** -85.
k				** 318.
l				** 162.
m				** 324.
n				** -7.
o				** -53.

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	

** (SHORT-TERM)

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	185 BARCLAYS BANK IPATH ETN S&P 500 DYNAMIC VIX		07/02/12	05/09/13
b	239 BARCLAYS BANK IPATH ETN S&P 500 DYNAMIC VIX		10/23/12	05/09/13
c	884 ISHARES FTSE NAREIT MTG PLUS CAPPED INDEX FUN		01/31/13	05/14/13
d	4 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		12/31/12	06/12/13
e	76 S P D R S&P 500 ETF TR EXPIRING 01/22/2118		12/31/12	06/12/13
f	304 POWERSHS DB MULTI SECTORPOWERSHS DB ENERGY FU		01/31/13	06/13/13
g	290 SAFEWAY INC		04/20/11	07/10/12
h	290 SAFEWAY INC		05/24/11	07/10/12
i	210 TUPPERWARE BRANDS CORP		07/06/11	07/10/12
j	630 ORACLE CORPORATION		11/18/10	07/11/12
k	300 XL GROUP PLC F		04/20/11	07/11/12
l	100 XL GROUP PLC F		06/30/11	07/11/12
m	90 POLARIS INDUSTRIES INC		11/18/10	07/12/12
n	250 WILLIAMS COMPANIES		11/18/10	07/12/12
o	75 BRISTOL-MYERS SQUIBB CO ODDLOT TENDER OFFER		05/24/11	09/04/12

	(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	7167.		10566.	-3399.
b	9259.		12049.	-2790.
c	13167.		13277.	-110.
d	647.		540.	107.
e	12293.		10721.	1572.
f	8447.		8917.	-470.
g	5117.		7157.	-2040.
h	5117.		7116.	-1999.
i	11342.		14743.	-3401.
j	18312.		17950.	362.
k	6180.		7159.	-979.
l	2060.		2198.	-138.
m	6425.		3311.	3114.
n	7171.		4788.	2383.
o	2474.		2124.	350.

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				** -3399.
b				** -2790.
c				** -110.
d				** 107.
e				** 1572.
f				** -470.
g				-2040.
h				-1999.
i				-3401.
j				362.
k				-979.
l				-138.
m				3114.
n				2383.
o				350.

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

223591
05-01-12

** (SHORT-TERM)

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	40 COMPANHIA DE SANEAM ADRFSPONSORED ADR		11/18/10	09/04/12
b	20 INTL BUSINESS MACHINES		11/18/10	09/04/12
c	80 MICROSOFT CORP DUTCH TENDER OFFER EXP: 08/17/2		07/15/11	09/04/12
d	360 XEROX CORP		11/18/10	09/04/12
e	21 ENGILITY HOLDINGS		11/18/10	09/07/12
f	370 CONAGRA FOODS INC		11/18/10	09/12/12
g	160 ENDURANCE SPECALTY HLDGF		11/18/10	09/12/12
h	130 ENDURANCE SPECALTY HLDGF		05/26/11	09/12/12
i	110 NORFOLK SOUTHERN CORP		11/18/10	10/17/12
j	90 NORFOLK SOUTHERN CORP		06/30/11	10/17/12
k	250 ABBOTT LABS 5.875%16BONDS DUE 05/15/16		03/24/11	12/10/12
l	50 MICROSOFT CORP DUTCH TENDER OFFER EXP: 08/17/2		11/18/10	01/08/13
m	110 MICROSOFT CORP DUTCH TENDER OFFER EXP: 08/17/		07/15/11	01/08/13
n	430 LENDER PROCESSING SVCS		01/10/12	01/16/13
o	200 VERIZON COMMUNICATIONS		11/18/10	03/05/13

	(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	3381.		1943.	1438.
b	3874.		2898.	976.
c	2414.		2136.	278.
d	2599.		4144.	-1545.
e	377.		364.	13.
f	9467.		7989.	1478.
g	6235.		7002.	-767.
h	5066.		5256.	-190.
i	7361.		6769.	592.
j	6022.		6772.	-750.
k	29524.		28795.	729.
l	1327.		1302.	25.
m	2920.		2938.	-18.
n	10020.		6631.	3389.
o	9477.		6553.	2924.

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				1438.
b				976.
c				278.
d				-1545.
e				13.
f				1478.
g				-767.
h				-190.
i				592.
j				-750.
k				729.
l				25.
m				-18.
n				3389.
o				2924.

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	

** (SHORT-TERM)

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	122 AMERIPRISE FINANCIAL INC		11/18/10	03/27/13
b	128 AMERISOURCEBERGEN CORP		11/18/10	04/23/13
c	22 MASTERCARD INC ** PENDING ENLISTMENT **--BEST		07/07/11	04/26/13
d	55 SIMON PPTY GROUP NEW REIT/NON-PAIRED STOCK		09/02/11	05/02/13
e	440 COCA COLA ENT NEW		11/10/11	05/10/13
f	360 WILLIAMS COMPANIES		11/18/10	05/14/13
g	470 FIFTH THIRD BANCORP		03/29/12	05/15/13
h	470 ANNALY CAPITAL MGMT REIT		11/18/10	05/28/13
i	330 ANNALY CAPITAL MGMT REIT		06/30/11	05/28/13
j	122 BRISTOL-MYERS SQUIBB CO ODDLOT TENDER OFFER		05/24/11	05/29/13
k	300 STATOILHYDRO ASA ADR FSPONSORED ADR 1 ADR REP		09/16/11	06/04/13
l	253 WISDOMTREE EQUITY INC FDHI YIELD EQUITY		12/14/10	08/09/12
m	305 WISDOMTREE TRUST CHINESE YUAN FUND		12/14/10	08/23/12
n	562 WSTRN ASSET EMERGNG MKTSEMERGING MARKETS INCO		12/14/10	09/25/12
o	102 ISHARES SILVER TRUST INDEX FUND		12/14/10	09/26/12

	(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	8892.		6466.	2426.
b	7216.		3998.	3218.
c	11782.		7029.	4753.
d	9806.		6382.	3424.
e	16222.		11602.	4620.
f	13200.		6894.	6306.
g	8400.		6598.	1802.
h	6644.		8398.	-1754.
i	4665.		5968.	-1303.
j	5685.		3454.	2231.
k	6831.		6903.	-72.
l	11880.		9906.	1974.
m	7677.		7737.	-60.
n	9058.		7309.	1749.
o	3352.		2956.	396.

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				2426.
b				3218.
c				4753.
d				3424.
e				4620.
f				6306.
g				1802.
h				-1754.
i				-1303.
j				2231.
k				-72.
l				1974.
m				-60.
n				1749.
o				396.

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	

223591
05-01-12

** (SHORT-TERM)

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	47 VANGUARD REIT		12/14/10	09/26/12
b	341 POWERSHS DB MULTI SECTORPOWERSHS DB ENERGY FU		12/14/10	10/23/12
c	67 VANGUARD REIT		12/14/10	10/23/12
d	454 POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD		01/20/12	01/31/13
e	198 POWERSHS DB US DOLLAR TRINDEX BULLISH FUND		05/13/11	01/31/13
f	91 POWERSHS DB US DOLLAR TRINDEX BULLISH FUND		09/09/11	01/31/13
g	193 POWERSHS DB US DOLLAR TRINDEX BULLISH FUND		09/15/11	01/31/13
h	548 POWERSHS DB US DOLLAR TRINDEX BULLISH FUND		10/19/11	01/31/13
i	360 POWERSHS EXCH TRAD FD TREMERGING MKTS SOVEREI		12/14/10	01/31/13
j	193 SPDR BARCLAYS CAPITAL HIGH YIELD BOND ETF		12/14/10	01/31/13
k	602 CLAYMORE EXCH TRADED FD BULLET SHARES 2016 CO		05/26/11	02/05/13
l	102 ISHARES TR S&P LATN AMERS&P LATIN AMERICA		12/14/10	02/21/13
m	80 ISHARES TR S&P LATN AMERS&P LATIN AMERICA		10/12/11	02/21/13
n	175 WISDOMTREE DREYFUS ETF EMERGING CURRENCY FUND		12/14/10	03/21/13
o	810 AB SVENSK EXPORT 2022F DUE UNKN MTYSUBJ TO XT		12/22/11	06/13/13

	(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	3039.		2532.	507.
b	9279.		8857.	422.
c	4292.		3609.	683.
d	8736.		8354.	382.
e	4277.		4309.	-32.
f	1966.		2002.	-36.
g	4169.		4186.	-17.
h	11838.		11954.	-116.
i	10944.		9721.	1223.
j	7887.		7727.	160.
k	13377.		12887.	490.
l	4418.		5385.	-967.
m	3465.		3416.	49.
n	3666.		4046.	-380.
o	6941.		7086.	-145.

	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				507.
b				422.
c				683.
d				382.
e				-32.
f				-36.
g				-17.
h				-116.
i				1223.
j				160.
k				490.
l				-967.
m				49.
n				-380.
o				-145.

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	

223591
05-01-12

** (SHORT-TERM)

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	138 ISHARES TR COMEX GOLD ** PENDING ENLISTMENT *		02/17/11	06/13/13
b	299 ISHARES TR COMEX GOLD ** PENDING ENLISTMENT *		06/23/11	06/13/13
c	437 ISHARES TR COMEX GOLD ** PENDING ENLISTMENT *		12/22/11	06/13/13
d	164 ISHARES TR COMEX GOLD ** PENDING ENLISTMENT *		02/02/12	06/13/13
e	26 POWERSHS DB MULTI SECTORPOWERSHS DB ENERGY FUN		12/14/10	06/13/13
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
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	1848.		1870.	-22.
b	4003.		4458.	-455.
c	5851.		6860.	-1009.
d	2196.		2809.	-613.
e	722.		675.	47.
f	1166.			1166.
g				
h				
i				
j				
k				
l				
m				
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				-22.
b				-455.
c				-1009.
d				-613.
e				47.
f				1166.
g				
h				
i				
j				
k				
l				
m				
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	28742.
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	-8529.

223591
05-01-12

** (SHORT-TERM)

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

SOURCE	AMOUNT
IRS	1.
SCHWAB MONEY MARKET	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	190.	0.	190.
ABBOTT LABS 5.875%	836.	0.	836.
ABBVIE	192.	0.	192.
ACCENTURE PLC	454.	0.	454.
ACCRUED INT PURCHASES	-683.	0.	-683.
ALPS TRUST ETF	68.	0.	68.
AMERIPRISE FINANCIAL	379.	0.	379.
AMERISOURCEBERGEN	216.	0.	216.
ANNALY CAPITAL MGMMT REIT	1740.	0.	1740.
APPLE	310.	0.	310.
APPLIED MATERIALS	54.	0.	54.
ARCHER DANIELS MIDLAND	237.	0.	237.
BERKSHIRE HATHAWAY	1213.	0.	1213.
BOOZ ALLEN HAMILTON	231.	0.	231.
BRINKER INTL INC	400.	0.	400.
BRISTO MYERS	716.	0.	716.
BUNGE LIMITED	48.	0.	48.
CARDINAL HEALTH	255.	0.	255.
CHEVRON	444.	0.	444.
CINEMARK HLDGS	61.	0.	61.
CISCO	376.	0.	376.
CISCO 4.95	619.	0.	619.
CITIGROUP	13.	0.	13.
CLAYMORE EXCH TRADED FD	205.	8.	197.
CMS ENERTY	545.	0.	545.
COCA COLA ENT	229.	0.	229.
COHEN & STEERS INST REALTY	84.	0.	84.
COMPANHIA DE SANEAM	714.	0.	714.
CONAGRA FOODS	89.	0.	89.
EASTMAN CHEMICAL	224.	0.	224.
ENDURANCE SPECALTY HLDGF	90.	0.	90.
ENGILITY HLDGS	12.	0.	12.
EXXON MOBIL	293.	0.	293.
FIRST THIRD BANCORP	183.	0.	183.
FORD MOTOR	308.	0.	308.

FRONTIER COMMUNICATIONS	520.	0.	520.
GAMESTOP	118.	0.	118.
GANNETT	512.	0.	512.
GARMIN LTD	158.	0.	158.
GE	576.	0.	576.
GE CAP CORP MEIUM TRNACH	172.	0.	172.
GUGGENHEIM EXH TRD FD	226.	0.	226.
HARRIS TEETER SUPER	36.	0.	36.
HARSCO	68.	0.	68.
HARTFORD FINL SVCS GRP	45.	0.	45.
HEWLETT PACKARD	150.	0.	150.
HUNTSMAN	243.	0.	243.
IAC	120.	0.	120.
IBM	367.	0.	367.
ISARES MSCI EMU INDX FD	125.	0.	125.
ISARES MSCI POLAND	109.	0.	109.
ISHARES FTSE NAREIT	383.	0.	383.
ISHARES MSCI BRAZIL	40.	0.	40.
ISHARES MSCI CDA IDX	182.	0.	182.
ISHARES MSCI JPN IDX	304.	0.	304.
ISHARES MSCI KOREA	63.	0.	63.
ISHARES MSCI PAC EX JAPN	508.	0.	508.
ISHARES MSCI SOUTH AFRICA	39.	0.	39.
ISHARES MSCI SPAIN	112.	0.	112.
ISHARES MSCI USA MINIMUM	113.	0.	113.
ISHARES MSCI UTD KINGDM	344.	0.	344.
ISHARES TR BARCLAYS BOND	198.	0.	198.
ISHARES TR BARCLAYS BOND	418.	0.	418.
ISHARES TR LEHMAN	227.	0.	227.
ISHARES TR S&P LATN AMER	164.	0.	164.
ISHARES TRUST S&P NATL AMT	117.	0.	117.
JOHNSON & JOHNSON	498.	0.	498.
JP MORGAN CHASE	360.	0.	360.
JP MORGAN CHASE 4.95%	1238.	0.	1238.
KEYCORP	259.	0.	259.
KIMBERLY CLARK	296.	0.	296.
L-3 COMMUNICATIONS	273.	0.	273.
LENDER PROCESSING	86.	0.	86.
LYONDELLBASELL INDS	1202.	0.	1202.
MARKET VECTORS	41.	0.	41.
MARKET VECTORS ETF TRUST RUSSIA	139.	0.	139.
MASTERCARD	33.	0.	33.
MERRILL LYNCH INC MTN BE	215.	0.	215.
MICROSOFT CORP DUTCH TENDER	476.	0.	476.
MORGAN STANLEY 5.375%	1344.	0.	1344.
MORGAN STANLEY US RE	19.	0.	19.
MURPHY OIL	900.	0.	900.
NORFOLK SOUTHERN	100.	0.	100.
NORTHROP GRUMMAN	497.	0.	497.
ORACLE CORP	38.	0.	38.
PHILLIPS 66	66.	0.	66.
PIMCO FOREIGN BOND	1435.	72.	1363.
PIMCO TOTAL RETURN	5223.	854.	4369.
POLARIS	237.	0.	237.

PORTUGAL TELECM	640.	0.	640.
POWERSHARES ETF EMERGING MKTS	305.	0.	305.
POWERSHARES ETF INTL CORP	180.	0.	180.
POWERSHARES EXCH TRAD FD BUILD AMERICA	244.	0.	244.
POWERSHARES EXH TRAD FDBUILD	424.	0.	424.
POWERSHARES GLOBAL	251.	0.	251.
PROCTER GAMBLE	458.	0.	458.
PWERSHARES ETF EMERGING MKTS	299.	0.	299.
ROYAL CARIBBEAN	187.	0.	187.
SAFEWAY	102.	0.	102.
SCHWAB MONEY MKT	8.	0.	8.
SCHWAB VALUE ADV	1.	0.	1.
SEADRILL	883.	0.	883.
SHIP FINANCE	279.	0.	279.
SIMON PPTY GROUP	182.	0.	182.
SLM CORP	413.	0.	413.
SOUTHERN COPPER	598.	0.	598.
SPDR BARCLAYS CAPITA HIGH YLD	303.	0.	303.
SPDR BARCLAYS CONTRAINED HIGH	807.	0.	807.
SPDR S&P EMERGING ASIA	162.	0.	162.
SPDR S&P ETF	535.	0.	535.
STATOILHYDRO ASA	515.	0.	515.
TELEFONICA BRASIL	144.	0.	144.
TELSTRA LTD	772.	0.	772.
TUPERWARE	76.	0.	76.
UPS	205.	0.	205.
VANGUARD INTL EQTY	650.	0.	650.
VANGUARD MSCI EAFE	1014.	0.	1014.
VANGUARD MSCI EMERGING MARKETS	928.	0.	928.
VANGUARD REIT	355.	0.	355.
VANGUARD S/T INVESMENT GRADE	1286.	232.	1054.
VERIZON	306.	0.	306.
WAL MARAT	299.	0.	299.
WALGREEN	539.	0.	539.
WELLPOINT INC	265.	0.	265.
WELLPOINT INC 5.25%	1313.	0.	1313.
WELLS FARGO BK 6.45XXX	656.	0.	656.
WESTERN UNION	285.	0.	285.
WILLIAMS COMPANIES	351.	0.	351.
WILLIAMS SONOMA	369.	0.	369.
WISDOMTREE DREYFUS	37.	0.	37.
WSTRN ASSET EMERGNG MKTS	143.	0.	143.
XEROX	226.	0.	226.
XL GROUP	44.	0.	44.
TOTAL TO FM 990-PF, PART I, LN 4	51116.	1166.	49950.

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	4791.	0.	0.	4791.
TO FM 990-PF, PG 1, LN 16A	4791.	0.	0.	4791.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	12379.	12379.	12379.	0.
TO FORM 990-PF, PG 1, LN 16C	12379.	12379.	12379.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	897.	0.	897.	0.
FOREIGN TAX	705.	0.	705.	0.
TAX REFUNDS	-1067.	0.	-1067.	0.
TO FORM 990-PF, PG 1, LN 18	535.	0.	535.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASS FORM PC FILING FEE	165.	0.	0.	165.
CHARITABLE PROGRAMS SEE STATEMENT 7	87231.	0.	0.	87231.
BANK CHARGES	105.	0.	0.	105.
SUPPLIES	289.	0.	0.	289.

MISC	25.	0.	0.	25.
TO FORM 990-PF, PG 1, LN 23	87815.	0.	0.	87815.

FOOTNOTES STATEMENT 7

COLUMN (D), LINE 24 OF PART I INCLUDES AMOUNTS FOR CHARITABLE PROGRAMS CONDUCTED DIRECTLY BY THE FOUNDATION. SEE PART IX-A FOR DETAILS.

PART VIII DISCLOSES COMPENSATION PAID TO OFFICERS, ETC. DURING THE YEAR. $0.00 WAS PAID TO ANY OFFICER, DIRECTOR ETC., FOR SUCH DUTIES.

COMPENSATION WAS PAID FOR SERVICES PROVIDED BY INDIVIDUALS WHO ARE OFFICERS, DIRECTORS, ETC., FOR SERVICES THEY PROVIDE IN CARRYING OUT THE DIRECT CHARITABLE ACTIVITIES OF THE FOUNDATION. THIS COMPENSATION INCLUDED THE FOLLOWING:

CAROLYN M. SAYWARD $46400
A. KATHLEEN HASTINGS $9272
CHRISTINA FRANCIS $3277

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	1247755.	1418783.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1247755.	1418783.

FORM 990-PF — CORPORATE BONDS — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	234548.	236368.
TOTAL TO FORM 990-PF, PART II, LINE 10C	234548.	236368.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB SEE ATTACHED	COST	149000.	151858.
TOTAL TO FORM 990-PF, PART II, LINE 13		149000.	151858.

FORM 990-PF — DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT — STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	857.	857.	0.
FAX MACHINE	382.	382.	0.
LIGHT FIXTURE	457.	457.	0.
COMPUTER	2435.	2435.	0.
COMPUTER	2000.	2000.	0.
COMPUTER	3800.	3800.	0.
COMPUTER	1490.	1361.	129.
COMPUTER	1989.	1817.	172.
LAPTOP COMPUTER	760.	760.	0.
PRINTER	207.	207.	0.
IPAD	870.	870.	0.
TOTAL TO FM 990-PF, PART II, LN 14	15247.	14946.	301.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

GIRLFORMATION: QUARTERLY NEWSLETTER WRITTEN FOR AND ABOUT MAINE'S GIRLS. DISTRIBUTED TO EVERY ELEMENTARY, MIDDLE & HIGH SCHOOL IN MAINE. FURTHER INFORMATION, INCLUDING MISSION STATEMENT, AND RECAP OF ACTIVITIES CAN BE VIEWED AT THE WEBSITE WWW.GIRLFORMATION.COM RELATED ACTIVITIES OF GIRLFORMATION INCLUDE: BODY IMAGE CAMPS THAT ALLOW PARTICIPANTS TO COME TOGETHER AND ENGAGE IN SPECIFIC ACTIVITIES THAT ARE CENTERED ON ENCOURAGING POSITIVE BODY IMAGE. HEALTHY RELATIONSHIP CAMPS THAT ALLOW TEENAGE GIRLS TO GET TO DISCUSS POSITIVE PEER RELATIONSHIPS AND TO EDUCATE ABOUT ABUSE WITHIN RELATIONSHIPS AND FRIENDSHIPS. MAKING CENTS OF MONEY CAMPS PROVIDE AN INTRODUCTIORY OUTLINE TO PERSONAL FINANCE TO TEENAGE GIRLS. YOGA CLUB IS A GIRLFORMATION COLLABORATION WHICH OFFERS YOGA CLASSES TO GIRLS AT WELLS-OGUNQUIT SCHOOLS. BOOK CLUB IS ANOTHER COLLABORATION UNDER WHICH GIRLFORMATION IS SHARING BOOKS AT NO COST TO LOCAL SCHOOLS, WHICH HAVE INCLUDED ELEMENTARY SCHOOLS IN THE WELLS-OGUNQUIT AREA.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	73296.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY TWO

HEART TO HEART: HEART TO HEART IS A FAMILY FOCUSED, FAMILY RUN SUPPORT PROGRAM FOR PEOPLE IN MAINE WHO HAVE BEEN AFFECTED BY CONGENITAL HEART DISEASE (CHD). WE DO NOT OFFER MEDICAL ADVICE OR PROFESSIONAL COUNSELING BUT INSTEAD OFFER GUIDANCE AND SUPPORT TO ONE ANOTHER WHILE WE NAVIGATE THE WORLD OF CHD FOR OUR CHILDREN. WE PROVIDE COMFORT BAGS TO PARENTS WHO HAVE A CHILD IN THE HOSPITAL, 2 FAMILY EVENTS PER YEAR TO GET CHD FAMILIES TOGETHER, ADULT ONLY SUPPORT GROUPS WITH GUEST SPEAKERS TWICE A YEAR AND A WEBSITE WITH A NUMBER OF DIFFERENT RESOURCES FOR THE PUBLIC.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	13935.

[redacted]

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE MORTON FOUNDATION, INC.	04-3288386
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O CAROLYN SAYWARD 1 NATE'S WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CAPE NEDDICK, ME 03902	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CAROLYN M. SAYWARD

- The books are in the care of ▶ 1 NATE'S WAY - CAPE NEDDICK, ME 03902

  Telephone No. ▶ 207-361-2525 FAX No. ▶
- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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.	**3a**	$ 1326.
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.	**3b**	$ 552.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 774.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13