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

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

OMB No 1545-0052

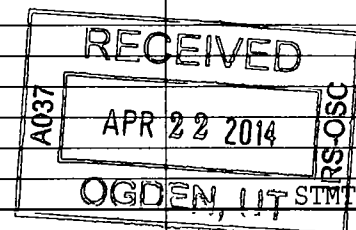
**2012****Open to Public Inspection**

For calendar year 2012 or tax year beginning 12/01, 2012, and ending 11/30, 2013

Name of foundation <b>ELIZABETH MORSE GENIUS CHARITABLE TRUST</b>		<b>A</b> Employer identification number <b>36-7010559</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>312- 828-6763</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60697</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 62,177,443.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B				
	2 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,413,796.	1,400,887.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,705,914.			
	b Gross sales price for all assets on line 6a	45,003,022.			
	7 Capital gain net income (from Part IV, line 2)		6,705,914.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	19,357.	505.			
12 Total Add lines 1 through 11	8,139,067.	8,107,306.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	771,446.	314,009.		457,437.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	1,573.	NONE	NONE	1,573.
	b Accounting fees (attach schedule) STMT 4	6,703.	NONE	NONE	6,703.
	c Other professional fees (attach schedule) STMT 5	57,742.	47,842.		9,900.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	204,843.	22,078.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	1,354.	1,511.		15.	
24 Total operating and administrative expenses. Add lines 13 through 23	1,043,661.	385,440.	NONE	475,628.	
25 Contributions, gifts, grants paid	2,261,094.			2,261,094.	
26 Total expenses and disbursements Add lines 24 and 25	3,304,755.	385,440.	NONE	2,736,722.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,834,312.				
b Net investment income (if negative, enter -0-)		7,721,866.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	4,564,569.	2,047,097.	2,047,097.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) . <b>STMT 8</b>	22,222,296.	27,178,085.	32,323,560.
	c	Investments - corporate bonds (attach schedule) . . . . .	15,707,456.	14,915,545.	15,279,149.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	6,130,000.	6,217,437.	6,719,622.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )	2,661,457.	5,745,088.	5,808,015.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	51,285,778.	56,103,252.	62,177,443.	
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	51,285,778.	56,103,252.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	51,285,778.	56,103,252.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	51,285,778.	56,103,252.	

**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	51,285,778.
2	Enter amount from Part I, line 27a . . . . .	2	4,834,312.
3	Other increases not included in line 2 (itemize) ▶ <small>NET GAIN TAXABLE 11/30/12, POSTED ON OR AFTER 12/01/13</small>	3	5,039.
4	Add lines 1, 2, and 3 . . . . .	4	56,125,129.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	5	21,877.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	56,103,252.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					

(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)
<b>a</b> 45,005,602.		38,297,108.	6,708,494.
<b>b</b> -2,580.			-2,580.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			6,708,494.
<b>b</b>			-2,580.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	6,705,914.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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	2,768,078.	56,662,227.	0.048852
2010	2,686,921.	57,253,061.	0.046931
2009	2,290,759.	52,896,927.	0.043306
2008	2,994,001.	47,530,237.	0.062992
2007	2,996,378.	59,689,835.	0.050199

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.252280
<b>3</b> 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	<b>3</b>	0.050456
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	59,735,938.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	3,014,036.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	77,219.
<b>7</b> Add lines 5 and 6	<b>7</b>	3,091,255.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	2,736,722.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	154,437.
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	
3 Add lines 1 and 2 . . . . .		3	154,437.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	154,437.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	205,326.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	205,326.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	44.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	50,845.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 50,845. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>▶</b> <u>http://www.emgeniustrust.org/</u>				
14	The books are in care of <b>▶</b> <u>BANK OF AMERICA, N.A.</u> Telephone no. <b>▶</b> <u>(312) 828-6763</u>			
Located at <b>▶</b> <u>231 SOUTH LASALLE STREET, CHICAGO, IL</u> ZIP+4 <b>▶</b> <u>60697</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>▶</b> <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <u>15</u>				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bank of America, N A 231 S. LaSalle St , Chicago, IL 60697	Co-Trustee 20	421,112.	- 0 -	- 0 -
James L. Alexander 208 S. LaSalle Street, Suite 1660, Chicago, IL 60604	Co-Trustee 20	350,334.		

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

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

Total number of other employees paid over \$50,000 ☐ ☒ NONE

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

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

**Total** number of others receiving over \$50,000 for professional services . . . . . **NONE**

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> SEE ATTACHED STATEMENT FOR LINE 1	Included in trustee compensation under Part VIII (1)(c) below
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

	Amount
<b>1</b> NOT APPLICABLE	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	57,840,641.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,804,981.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	60,645,622.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	60,645,622.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	909,684.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	59,735,938.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,986,797.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,986,797.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	154,437.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	154,437.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,832,360.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,832,360.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,832,360.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,736,722.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,736,722.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,736,722.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				2,832,360.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			2,253,273.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,736,722.				
<b>a</b> Applied to 2011, but not more than line 2a . . .			2,253,273.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				483,449.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				2,348,911.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

**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.

N/A

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

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

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

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<b>a</b> Paid during the year			SEE ATTACHED DETAIL	2,261,094.
<b>Total</b> . . . . .			<b>3a</b>	2,261,094.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated

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

Line No.

4	NOT APPLICABLE
7	NOT APPLICABLE
8	NOT APPLICABLE



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,397.	3,397.
FOREIGN DIVIDENDS	192,645.	192,645.
NONDIVIDEND DISTRIBUTIONS	12,909.	
DOMESTIC DIVIDENDS	412,115.	412,115.
OTHER INTEREST	478,627.	478,627.
FOREIGN INTEREST	6,106.	6,106.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	123,661.	123,661.
NONDISTRIBUTIVE OTHER INTEREST	-1,661.	-1,661.
ACCRUED MARKET DISCOUNT INTEREST	19,333.	19,333.
NONQUALIFIED FOREIGN DIVIDENDS	15,800.	15,800.
NONQUALIFIED DOMESTIC DIVIDENDS	150,864.	150,864.
	-----	-----
TOTAL	1,413,796.	1,400,887.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NET ACCRUED INTERESTS PAID ON PURCHASES	17,434.	
CONSENT PAYMENT	505.	505.
NON-TAXABLE DIVIDEND	1,418.	
	-----	-----
TOTALS	19,357.	505.
	=====	=====



FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
KATTEN MUCHIN ROSENMANN LLP	1,573.			1,573.
TOTALS	1,573.	NONE	NONE	1,573.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	6,703.			6,703.
TOTALS	6,703.	NONE	NONE	6,703.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK OF AMERICA, INVESTMENT ADVISORY FEE	47,842.	47,842.	9,900.
KYM ABRAMS DESIGN, CONSULTINGS FEES	9,900.		
	-----	-----	-----
TOTALS	57,742.	47,842.	9,900.
	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US TREASURY-ESTIMATED TAXES PAID	182,765.	
FOREIGN TAXES PAID	22,078.	22,078.
	-----	-----
TOTALS	204,843.	22,078.
	=====	=====

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
IL CHARITY BUREAU, AG990 FILING FEE	15.		15.
US TREASURY, FORM 8802 FILING FEE	85.	85.	
PARTNERSHIP EXPENSE		172.	
DEPOSITARY FEES	1,254.	1,254.	
TOTALS	1,354.	1,511.	15.
	=====	=====	=====

ELIZABETH MORSE GENIUS CHARITABLE TRUST  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

36-7010559

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED BALANCE SHEET	27,178,085.	32,323,560.
	-----	-----
TOTALS	27,178,085.	32,323,560.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
TAX LOT CBA FROM ROC, CAPITAL CHANGES, WASH SALES	1,606.
SALES BASIS ADJUSTMENT DUE TO ROC	9,720.
NET GAIN TAXABLE 11/30/13; POSTED ON OR AFTE 12/01/13	7,971.
PARTNERSHIP BASIS ADJUSTMENT	2,580.
	-----
TOTAL	21,877.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-2,580.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-2,580.00

=====



## FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES 20 PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

COMPENSATION SHOWN ON THE RETURN PAID TO JAMES L. ALEXANDER AS INDIVIDUAL CO-TRUSTEE IS CALCULATED ON A MARKET VALUE FEE SCHEDULE, NOT ON THE BASIS OF AN HOURLY RATE FOR TIME SPENT. THE INDIVIDUAL CO-TRUSTEE EXPENDS APPROXIMATELY 20 HOURS PER WEEK: REVIEWING LETTERS OF INQUIRY, PROPOSALS, AND SUPPORTING MATERIALS, INCLUDING APPLICANTS' FINANCIAL STATEMENTS AND TAX RETURNS; MEETING WITH GRANT APPLICANTS; REVIEWING INVESTMENT PERFORMANCE REPORTS, FLASH REPORTS, PROSPECTUSES, AND FINANCIAL STATEMENTS; MEETING WITH THE CORPORATE CO-TRUSTEE TO REVIEW INVESTMENT PORTFOLIO, DISCUSS ASSET ALLOCATION, PERFORM DUE DILIGENCE, AND MAKE INVESTMENT DECISIONS IN CONJUNCTION WITH THE FOUNDATION'S INVESTMENT POLICY STATEMENT; MEETING WITH THE CORPORATE CO-TRUSTEE TO REVIEW AND DISCUSS GRANT APPLICATIONS AND TO APPROVE/DISAPPROVE GRANTS; REVIEWING GRANT-TRACKING REPORTS AND SPREADSHEETS, ASSURING COMPLIANCE WITH THE FOUNDATION'S ANNUAL REQUIRED DISTRIBUTABLE AMOUNT; REVIEWING AND APPROVING FEDERAL AND STATE INFORMATIONAL TAX AND COMPLIANCE RETURNS; AND PERFORMING IN-OFFICE ADMINISTRATIVE AND DUE DILIGENCE ACTIVITIES, INCLUDING RECORD-KEEPING, FILE UPDATING, AND DOCUMENT RETENTION.

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
<b>CASH/CURRENCY</b>			
<b>CASH EQUIVALENTS</b>			
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	1,997 620	1,997 62	1,997 62
BOFA CASH RESERVES			
TRUST CLASS	2,045,099 240	2,045,099 24	2,045,099 24
<b>Total CASH EQUIVALENTS</b>		2,047,096 86	2,047,096 86
<b>Total CASH/CURRENCY</b>		2,047,096 86	2,047,096 86
<b>EQUITIES</b>			
<b>U.S. LARGE CAP</b>			
ABBOTT LABS			
COM	8,478 000	310,529 03	323,774 82
ABBVIE INC			
COM	2,200 000	95,413 78	106,590 00
ACCENTURE PLC			
CL A COM			
IRELAND	3,061 000	239,423 93	237,135 67
ACE LTD			
COM			
SWITZERLAND	3,135 000	267,953 60	322,215 30
ACTIVISION BLIZZARD INC			
COM	386 000	6,426 48	6,643 06
AES CORP			
COM	274 000	3,217 07	3,992 18
AGILENT TECHNOLOGIES INC			
COM	403 000	16,937 71	21,588 71
ALEXION PHARMACEUTICALS INC			
COM	49 000	4,361 97	6,100 50
ALLERGAN INC			
COM	2,582 000	257,600 77	250,583 10
ALLIANCE DATA SYS CORP			
COM	30 000	5,167 09	7,267 80
ALLSTATE CORP			
COM	84 000	4,286 97	4,558 68
ALTERA CORP			

**Standard Portfolio Holdings Detail Report****As of: November, 2013****Basis: Settlement Date****ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
COM	382 000	12,108 64	12,319 50
ALTRIA GROUP INC			
COM	1,309 000	47,431 62	48,406 82
AMAZON COM INC			
COM	695 000	196,101 09	273,565 90
AMERICAN ELEC PWR INC			
COM	805 000	37,217 39	37,883 30
AMERICAN EXPRESS CO			
COM	1,878 000	147,792 58	161,132 40
AMERISOURCEBERGEN CORP			
COM	1,885 000	97,353 72	132,949 05
AMGEN INC			
COM	865 000	84,975 52	98,679 20
AMPHENOL CORP NEW			
CL A	183 000	13,371 85	15,555 00
ANALOG DEVICES INC			
COM	247 000	10,946 78	11,910 34
ANTERO RES CORP			
COM	96 000	5,005 72	5,270 40
AT&T INC			
COM	1,352 000	24,667 17	47,603 92
AUTOMATIC DATA PROCESSING INC			
COM	765 000	52,610 81	61,215 30
BARD C R INC			
COM	172 000	18,811 11	23,887 36
BB&T CORP			
COM	419 000	13,948 70	14,556 06
BED BATH & BEYOND INC			
COM	1,028 000	70,940 53	80,214 84
BIOGEN IDEC INC			
COM	597 000	131,443 02	173,709 09
BIOMARIN PHARMACEUTICAL INC			
COM	1,869 000	109,665 77	131,629 93
BLACKROCK INC			
CL A	180 000	50,661 04	54,495 00
BOEING CO			
COM	751 000	76,443 61	100,821 75
BRISTOL MYERS SQUIBB CO			
COM	2,039 000	96,134 78	104,763 82

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
CAMERON INTL CORP COM	435 000	26,944 07	24,094 65
CARDINAL HEALTH INC COM	112 000	6,829 47	7,235 20
CBS CORP NEW CL B COM	330 000	15,320 58	19,324 80
CELGENE CORP COM	867 000	104,829 40	140,254 59
CERNER CORP COM	3,694 000	182,451 13	212,294 18
CHEVRON CORP COM	1,582 000	106,317 95	193,700 08
CHIPOTLE MEXICAN GRILL INC CL A COM	37 000	13,145 00	19,382 82
CHUBB CORP COM	599 000	52,327 74	57,773 55
CIGNA CORP COM	189 000	9,891 57	16,528 05
CISCO SYS INC COM	2,792 000	68,049 36	59,330 00
CME GROUP INC COM	605 000	44,171 96	49,579 75
COCA COLA CO COM	3,692 000	128,757 58	148,381 48
COCA-COLA ENTERPRISES INC NEW COM	1,316 000	42,404 78	55,193 04
COGNIZANT TECHNOLOGY SOLUTIONS CL A	48 000	3,013 19	4,506 72
COLGATE PALMOLIVE CO COM	2,157 000	126,716 63	141,952.17
COMCAST CORP NEW CL A COM	754 000	36,607 45	37,601 98
COMCAST CORP NEW CL A SPL COM	2,313 000	82,606 29	111,370 95
CONOCOPHILLIPS COM	750 000	51,446 78	54,600 00
CONSTELLATION BRANDS INC CL A	245 000	12,327 01	17,250 45
COSTCO WHSL CORP NEW			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	1,642 000	181,024 10	205,956 06
CVS CAREMARK CORP			
COM	2,227 000	83,170 42	149,119 92
DANAHER CORP DEL			
COM	883 000	49,409 15	66,048 40
DAVITA HEALTHCARE PARTNERS INC			
COM	64 000	3,947 20	3,811 20
DELPHI AUTOMOTIVE PLC			
COM			
JERSEY	978 000	31,342 27	57,261 90
DISCOVER FINL SVCS			
COM	297 000	13,551 89	15,830 10
DISCOVERY COMMUNICATIONS INC			
NEW SER A COM	132 000	9,880 60	11,519 64
DISNEY WALT CO			
COM DISNEY	887 000	33,400 05	62,568 98
DOLLAR GEN CORP			
NEW COM	367 000	18,420 21	20,896 98
DOMINION RES INC VA NEW			
COM	347 000	19,310 52	22,523 77
DOVER CORP			
COM	675 000	52,688 17	61,249 50
DR PEPPER SNAPPLE INC			
COM	71 000	2,553 44	3,426 46
DU PONT E I DE NEMOURS & CO			
COM	1,033 000	56,831 53	63,405 54
DUKE ENERGY CORP			
NEW COM	295 000	20,011 53	20,638 20
EBAY INC			
COM	2,193 000	116,007 63	110,790 36
ECOLAB INC			
COM	109 000	8,622 98	11,681 53
EDISON INTL			
COM	149 000	6,892 74	6,885 29
EMC CORP			
COM	3,484 000	87,773 72	83,093 40
EMERSON ELEC CO			
COM	523 000	30,012 88	35,035 77
EQT CORP			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	94 000	7,435 40	8,000 34
EXPRESS SCRIPTS HLDG CO			
COM	1,129 000	73,309 95	76,038 15
EXXON MOBIL CORP			
COM	3,136 000	180,675 74	293,153 28
FASTENAL CO			
COM	2,363 000	115,097 48	109,950 39
FIDELITY NATL INFORMATION SVCS			
INC COM	834 000	36,788 33	42,267 12
FIFTH THIRD BANCORP			
COM	2,393 000	42,579 55	48,625 76
FLOWERVE CORP			
COM	258 000	13,328 28	18,416 04
FLUOR CORP			
COM NEW	151 000	8,829 27	11,749 31
FRANKLIN RES INC			
COM	2,057 000	98,690 07	113,937 23
GENERAL ELEC CO			
COM	6,231 000	151,149 82	166,118 46
GENERAL MLS INC			
COM	2,305 000	93,816 23	116,241 15
GILEAD SCIENCES INC			
COM	2,147 000	136,183 07	160,617 07
GOLDMAN SACHS GROUP INC			
COM	827 000	105,513 02	139,713 38
GOOGLE INC			
CL A COM	464 000	336,314 96	491,649 76
GRAINGER W W INC			
COM	48 000	12,230 27	12,380 16
GREEN MOUNTAIN COFFEE ROASTERS			
INC COM	230 000	15,933 64	15,497 40
HOME DEPOT INC			
COM	1,659 000	129,583 83	133,831 53
HONEYWELL INTL INC			
COM	1,897 000	132,055 73	167,903 47
INTEL CORP			
COM	2,818 000	70,295 29	67,181 12
INTERNATIONAL BUSINESS MACHS			
COM	945 000	173,146 69	169,797 60

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL PAPER CO COM	168 000	7,175 28	7,837 20
J P MORGAN CHASE & CO COM	5,949 000	229,850 24	340,401 78
JARDINE STRATEGIC HLDGS LTD BERMUDA ADR	1,962 000	34,756 03	31,441 05
JOHNSON & JOHNSON COM	2,942 000	178,689 36	278,489 72
JOHNSON CTLS INC COM	4,166 000	142,089 06	210,424 66
JUNIPER NETWORKS INC COM	4,728 000	89,816 02	95,836 56
KIMBERLY CLARK CORP COM	638 000	62,019 98	69,644 08
KLA-TENCOR CORP COM	706 000	39,823 15	45,092 22
L BRANDS INC COM	387 000	17,949 49	25,151 13
LAUDER ESTEE COS INC CL A	2,105 000	141,982 40	157,790 80
LINEAR TECHNOLOGY CORP COM	217 000	7,791 75	9,233 35
LINKEDIN CORP CL A COM	627 000	111,477 22	140,466 81
LOCKHEED MARTIN CORP COM	1,480 000	138,577 48	209,671 60
LOEWS CORP COM	162 000	6,371 30	7,670 70
LORILLARD INC COM	2,856 000	114,396 46	146,598 48
MACYS INC COM	1,268 000	60,801 16	67,533 68
MARATHON OIL CORP COM	158 000	5,333 45	5,694 32
MARATHON PETE CORP COM	61 000	4,283 31	5,047 14
MARRIOTT INTL INC NEW CL A	180 000	6,963 32	8,463 60
MARSH & MCLENNAN COS INC			

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

**Basis: Settlement Date**

**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
COM	1,432 000	57,273 21	67,948 40
MCDONALDS CORP			
COM	1,052 000	102,296 09	102,433 24
MCGRAW HILL FINL INC			
COM	99 000	5,327 70	7,375 50
MCKESSON CORP			
COM	400 000	59,716 80	66,356 00
MEAD JOHNSON NUTRITION CO			
COM	1,259 000	101,904 94	106,398 09
MERCK & CO INC			
NEW COM	1,883 000	71,162 90	93,829 89
METLIFE INC			
COM	2,886 000	103,130 17	150,620 34
MICROSOFT CORP			
COM	3,400 000	119,665 72	129,642 00
MONDELEZ INTL INC			
COM	4,378 000	130,661 85	146,794 34
MONSANTO CO			
NEW COM	1,385 000	146,969 89	156,962 05
MOODYS CORP			
COM	64 000	3,690 88	4,776 32
NATIONAL OILWELL VARCO INC			
COM	899 000	63,233 14	73,268 50
NETAPP INC			
COM	106 000	4,401 66	4,372 50
NEXTERA ENERGY INC			
COM	398 000	31,398 50	33,666 82
NIKE INC			
CL B	2,038 000	128,663 22	161,287 32
NOBLE ENERGY INC			
COM	100 000	5,959 26	7,024 00
NORDSTROM INC			
COM	95 000	5,452 99	5,909 95
OCCIDENTAL PETE CORP DEL			
COM	2,638 000	235,996 97	250,504 48
OMNICOM GROUP INC			
COM	97 000	5,924 95	6,930 65
ORACLE CORP			
COM	2,816 000	82,345 01	99,376 64



# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
PARKER HANNIFIN CORP			
COM	402 000	38,908 45	47,371 68
PEPSICO INC			
COM	1,743 000	134,399 86	147,213 78
PFIZER INC			
COM	10,566 000	191,421 38	335,259 18
PHILIP MORRIS INTL INC			
COM	4,752 000	365,586 82	406,486 08
PHILLIPS 66			
COM	518 000	32,353 00	36,057 98
PIONEER NAT RES CO			
COM	37 000	5,374 82	6,576 75
PNC FINL SVCS GROUP INC			
COM	755 000	55,070 79	58,097 25
PPG INDS INC			
COM	323 000	37,244 72	59,451 38
PRAXAIR INC			
COM	1,126 000	129,718 24	142,168 76
PRECISION CASTPARTS CORP			
COM	766 000	168,023 97	197,972 70
PRICE T ROWE GROUP INC			
COM	699 000	52,292 83	56,241 54
PRICELINE COM INC			
COM NEW	231 000	200,137 51	275,428 23
PROCTER & GAMBLE CO			
COM	2,727 000	177,763 02	229,667 94
PRUDENTIAL FINL INC			
COM	859 000	49,239 92	76,244 84
QUALCOMM INC			
COM	4,730 000	296,295 16	348,033 40
RALPH LAUREN CORP			
CL A COM	562 000	94,574 71	98,479 26
RAYTHEON CO			
COM NEW	820 000	30,928 34	72,717 60
REGENERON PHARMACEUTICALS			
COM	28 000	6,134 80	8,228 08
ROPER INDS INC NEW			
COM	42 000	5,242 04	5,447 40
SALESFORCE COM INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	4,785 000	185,802 74	249,250 65
SBA COMMUNICATIONS CORP			
COM	292 000	20,784 12	24,869 64
SCHEIN HENRY INC			
COM	127 000	11,501 80	14,478 00
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	2,480 000	190,894 66	219,281 60
SCHWAB CHARLES CORP NEW			
COM	4,136 000	83,756 23	101,249 28
SEMPRA ENERGY			
COM	312 000	24,793 27	27,593 28
SHERWIN WILLIAMS CO			
COM	487 000	88,823 80	89,135 61
SHIRE PLC			
ADR			
JERSEY	353 000	29,557 52	47,940 93
SLM CORP			
COM	689 000	15,161 51	18,361 85
SOUTHWESTERN ENERGY CO			
COM	113 000	4,069 56	4,368 58
ST JUDE MED INC			
COM	797 000	33,900 79	46,560 74
STANLEY BLACK & DECKER INC			
COM	58 000	4,331 44	4,720 62
STARBUCKS CORP			
COM	3,957 000	261,159 23	322,337 22
STATE STR CORP			
COM	2,498 000	162,172 35	181,379 78
STRYKER CORP			
COM	1,200 000	80,442 48	89,304 00
SUNTRUST BKS INC			
COM	260 000	7,922 18	9,419 80
SYMANTEC CORP			
COM	398 000	8,746 89	8,951 02
TARGET CORP			
COM	1,199 000	70,057 99	76,652 07
TD AMERITRADE HLDG CORP			
COM	584 000	13,802 29	16,807 52

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
TE CONNECTIVITY LTD			
COM			
SWITZERLAND	120 000.	5,283 48	6,326 40
TEXAS INSTRS INC			
COM	1,210 000	43,729 93	52,030 00
THERMO FISHER SCIENTIFIC CORP			
COM	1,040 000	67,200 67	104,884 00
TIFFANY & CO NEW			
COM	1,639 000	127,394 83	146,100 46
TIME WARNER INC			
NEW COM	1,213 000	70,099 15	79,706 23
TJX COS INC NEW			
COM	2,667 000	58,453 00	167,700 96
TRAVELERS COS INC			
COM	1,347 000	86,304 83	122,226 78
TWITTER INC			
COM	106 000	4,957 72	4,406 42
TYCO INTL LTD			
NEW F COM			
SWITZERLAND	2,013 000	58,425 49	76,775 82
TYSON FOODS INC			
CL A	269 000	7,158 59	8,524 61
UNITED PARCEL SVC INC			
CL B	2,913 000	242,641 22	298,232 94
UNITED TECHNOLOGIES CORP			
COM	1,248 000	100,233 70	138,353 28
US BANCORP DEL			
COM NEW	1,929 000	68,808 20	75,655 38
V F CORP			
COM	113 000	21,116 99	26,507 54
VERISK ANALYTICS INC			
CL A COM	2,141 000	126,567 36	139,400 51
VERIZON COMMUNICATIONS INC			
COM	5,129 000	188,078 66	254,500 98
VERTEX PHARMACEUTICALS INC			
COM	164 000	8,624 74	11,384 88
VISA INC			
CL A COM	1,531 000	279,596 16	311,497 26
VMWARE INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
CL A COM	1,312 000	102,249 29	105,786 56
WAL-MART STORES INC COM	481 000	36,559 08	38,965 81
WASTE MGMT INC DEL COM	636 000	25,797 81	29,052 48
WELLS FARGO & CO NEW COM	10,800 000	386,295 00	475,416 00
WESTERN DIGITAL CORP COM	192 000	7,828 99	14,407 68
WHOLE FOODS MKT INC COM	312 000	17,504 87	17,659 20
WISCONSIN ENERGY CORP COM	505 000	20,957 16	21,093 85
WPP PLC NEW ADR			
JERSEY XILINX INC COM	266 000	12,813 06	29,462 16
448 000	17,073 62	19,904 64	
ZOETIS INC CL A COM	187 000	5,544 23	5,825 05
3M CO COM	653 000	62,448 63	87,182 03
<b>Total U.S. LARGE CAP</b>		<b>14,874,375 44</b>	<b>18,192,926 82</b>
<b>U.S. MID CAP</b>			
ACADIA PHARMACEUTICALS INC COM	1,181 000	19,889 51	27,505 49
AGCO CORP COM	54 000	2,730 24	3,147 12
AIRGAS INC COM	162 000	15,819 85	17,598 06
ALLEGHANY CORP DEL COM	29 000	10,940 15	11,428 90
ALLIANT CORP COM	132 000	4,874 85	6,798 00
AMDOCS LTD COM			
GUERNSEY AMEREN CORP	255 000	7,363 00	10,317 30

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	152 000	5,035 23	5,449 20
ANIXTER INTL INC			
COM	97 000	6,806 49	8,574 80
ARCH CAP GROUP LTD			
COM NEW BERMUDA	74 000	3,710 57	4,353 42
ARROW ELECTRS INC			
COM	246 000	9,526 47	12,629 64
ATHENAHEALTH INC			
COM	912 000	90,678 05	119,627 04
AVNET INC			
COM	244 000	7,955 89	9,735 60
AXIALL CORP			
COM	221 000	8,867 94	10,011 30
AXIS CAP HLDGS LTD			
COM			
BERMUDA	188 000	8,390 29	9,236 44
BALL CORP			
COM	77 000	3,216 28	3,848 46
BALLY TECHNOLOGIES INC			
COM	138 000	7,457 17	10,290 66
BANK OF THE OZARKS INC			
COM	474 000	21,306 41	26,615 10
BARNES GROUP INC			
COM	416 000	10,273 78	15,184 00
BEAM INC			
COM	171 000	10,742 20	11,547 63
BELDEN INC			
COM	167 000	8,177 51	11,693 34
BLACK HILLS CORP			
COM	215 000	9,217 85	10,808 05
BRISTOW GROUP INC			
COM	324 000	18,846 27	25,984 80
BROCADE COMMUNICATIONS SYS INC			
NEW COM	743 000	4,161 39	6,530 97
BRUNSWICK CORP			
COM	215 000	6,567 45	9,825 50
CARBO CERAMICS INC			
COM	76 000	5,133 01	9,350 28
CAREFUSION CORP			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	613 000	22,448 06	24,428 05
CARLISLE COS INC			
COM	55 000	3,707 00	4,043 05
CASEYS GEN STORES INC			
COM	303 000	16,886 49	22,549 26
CBRE GROUP INC			
CL A COM	1,050 000	22,457 72	25,452 00
CEPHEID			
COM	229 000	7,956 98	10,401 18
CHURCH & DWIGHT INC			
COM	175 000	10,943 89	11,418 75
CINEMARK HLDGS INC			
COM	382 000	10,295 63	12,602 18
CLARCOR INC			
COM	213 000	11,360 67	12,892 89
CLEAN HBRS INC			
COM	244 000	12,402 90	12,875 88
CLECO CORP NEW			
COM	414 000	16,182 32	18,923 94
CMS ENERGY CORP			
COM	802 000	21,634 03	21,285 08
COMERICA INC			
COM	217 000	8,317 59	9,840 95
COMMVault SYS INC			
COM	136 000	7,077 51	10,179 60
CORNERSTONE ONDEMAND INC			
COM	372 000	8,833 68	18,756 24
CROWN HLDGS INC			
COM	350 000	13,984 79	15,449 00
CURTISS WRIGHT CORP			
COM	167 000	5,977 45	8,812 59
DECKERS OUTDOOR CORP			
COM	197 000	9,327 93	16,280 08
DEXCOM INC COM	551 000	11,602 13	18,232 59
DICKS SPORTING GOODS INC			
COM	169 000	8,026 28	9,551 88
DORMAN PRODS INC			
COM	158 000	7,664 77	7,865 24
DRIL-QUIP INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	701 000	74,995 31	76,100 56
EAST WEST BANCORP INC			
COM	468 000	12,724 42	16,043 04
ENERGEN CORP			
COM	146 000	8,601 65	10,536 82
EQUIFAX INC			
COM	111 000	6,432 46	7,473 63
EQUINIX INC			
NEW COM	969 000	185,159 23	155,718 30
EXPEDIA INC DEL			
NEW COM	106 000	5,460 05	6,751 14
FIFTH & PAC COS INC			
COM	440 000	9,146 55	14,370 40
FINANCIAL ENGINES INC			
COM	295 000	13,139 98	19,986 25
FIRST REP BK SAN FRANCISCO			
CA NEW COM	262 000	9,996 11	13,388 20
FLEETCOR TECHNOLOGIES INC			
COM	96 000	7,880 74	11,690 88
FNB CORP PA			
COM	892 000	10,316 87	11,337 32
FOOT LOCKER INC			
COM	176 000	6,035 04	6,844 64
FORTINET INC			
COM	495 000	8,628 22	8,464 50
FRANKLIN ELEC INC			
COM	282 000	9,342 65	12,549 00
FULLER H B CO			
COM	446 000	16,930 68	22,848 58
GATX CORP			
COM	339 000	17,271 78	17,007 63
GENESEE & WYO INC			
CL A COM	110 000	5,694 78	10,582 00
GENPACT LTD			
COM			
ISIN BMG3922B1072 BERMUDA	379 000	7,381 48	6,784 10
GLOBAL PMTS INC			
COM	86 000	4,353 60	5,422 30
GRACO INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	218 000	13,264 71	16,836 14
GRAPHIC PACKAGING HLDG CO			
COM	1,672 000	12,890 30	15,014 56
GREAT PLAINS ENERGY INC			
COM	164 000	3,628 52	3,893 36
HAIN CELESTIAL GROUP INC			
COM	368 000	17,419 99	30,429 92
HARRIS CORP DEL			
COM	86 000	4,123 35	5,547 86
HELEN OF TROY LTD			
COM			
ISIN BMG4388N1065 BERMUDA	217 000	8,094 65	10,570 07
HEXCEL CORP NEW			
COM	333 000	9,684 96	14,628 69
HUBBELL INC			
CL B	194 000	18,883 41	20,934 54
HUNTINGTON BANCSHARES INC			
COM	994 000	7,675 93	9,114 98
HUNTINGTON INGALLS INDS INC			
COM	143 000	7,877 15	11,758 89
IAC / INTERACTIVECORP			
PAR \$ 001 COM	90 000	4,214 14	5,148 90
INFORMATICA CORP			
COM	276 000	9,214 01	10,711 56
INSULET CORP			
COM	306 000	4,616 65	11,328 12
INTERCONTINENTALEXCHANGE GROUP			
INC COM	104 000	17,838 19	22,182 16
INTERNATIONAL FLAVORS&FRAGRANC			
COM	171 000	12,761 87	15,107 85
ISHARES CORE S&P MID CAP ETF	10,553 000	1,193,799 68	1,376,427 79
JACK IN THE BOX INC			
COM	388 000	12,871 05	18,371 80
J2 GLOBAL INC			
COM	235 000	8,790 17	11,272 95
KENNAMETAL INC			
COM	299 000	11,446 59	14,196 52
KOSMOS ENERGY LLC			
COM			



# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
BERMUDA	339 000	3,488 28	3,528 99
LEAR CORP			
NEW COM	290 000	14,431 00	24,043 90
LENDER PROCESSING SVCS INC			
COM	179 000	5,610 84	6,284 69
LSI CORP			
COM	1,501 000	10,402 81	12,113 07
MADDEN STEVEN LTD			
COM	294 000	9,049 32	11,454 24
MANITOWOC INC			
COM	429 000	7,456 86	8,833 11
MANPOWERGROUP INC			
COM	163 000	9,114 44	13,028 59
MARVELL TECHNOLOGY GROUP LTD			
COM			
BERMUDA	2,666 000	32,225 09	37,937 18
MASCO CORP			
COM	263 000	4,966 99	5,896 46
MEDIVATION INC			
COM	295 000	13,570 30	18,587 95
MEDNAX INC			
COM	50 000	4,451 04	5,540 00
METTLER TOLEDO INTERNATIONAL			
COM	22 000	4,451 37	5,424 54
MGIC INVT CORP WIS			
COM	993 000	7,631 93	8,053 23
MICROS SYS INC			
COM	155 000	6,539 40	8,326 60
MSCI INC			
COM CL A	530 000	17,469 44	23,526 70
NASDAQ OMX GROUP			
COM	664 000	24,862 89	26,088 56
NEWELL RUBBERMAID INC			
COM	423 000	10,827 87	12,838 05
NORWEGIAN CRUISE LINE HLDGS LTD			
COM			
ISIN BMG667211046 BERMUDA	164 000	5,350 88	5,592 40
NV ENERGY INC			
COM	423 000	9,936 23	10,003 95

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
OCEANEERING INTL INC			
COM	1,347 000	97,476 20	103,974 93
OLD DOMINION FGHT LINE INC			
COM	226 000	5,960 39	11,645 78
OMNICARE INC			
COM	356 000	16,761 85	20,391 68
ON SEMICONDUCTOR CORP			
COM	906 000	6,985 17	6,423 54
OWENS ILL INC			
COM NEW	299 000	8,072 20	9,867 00
PANDORA MEDIA INC			
COM	359 000	5,442 40	10,195 60
PANERA BREAD CO			
CL A	58 000	9,757 39	10,259 62
PAPA JOHNS INTL INC			
COM	146 000	9,348 85	12,391 75
PERKINELMER INC			
COM	199 000	7,273 65	7,569 96
PETSMART INC			
COM	245 000	15,922 60	18,156 95
PHARMACYCLICS INC	45 000	3,688 74	5,603 40
PVH CORP			
COM	175 000	19,785 89	23,436 00
QUANTA SVCS INC			
COM	303 000	7,768 16	8,971 83
RAYMOND JAMES FINL INC			
COM	291 000	12,130 78	14,020 38
REINSURANCE GROUP AMER INC			
COM	129 000	8,622 92	9,672 42
RESTORATION HARDWARE HLDGS INC			
COM	136 000	9,654 23	10,268 00
ROBERT HALF INTL INC			
COM	379 000	12,509 28	14,640 77
ROCK-TENN CO			
CL A	41 000	4,079 91	3,871 22
ROSETTA RES INC			
COM	119 000	5,015 85	6,017 83
RPM INTL INC			
COM	1,080 000	35,147 41	42,768 00

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
SCRIPPS NETWORKS INTERACTIVE INC			
CL A COM	166 000	10,798 72	12,381 94
SEI INVESTMENTS CO			
COM	264 000	7,416 80	8,865 12
SERVICENOW INC			
COM	97 000	5,186 11	5,151 67
SIGNATURE BK NEW YORK N Y			
COM	107 000	8,110 17	11,368 75
SIRONA DENTAL SYS INC			
COM	173 000	11,175 98	11,898 94
SPLUNK INC			
COM	1,795 000	78,390 76	129,527 20
STAPLES INC			
COM	429 000	4,688 85	6,662 37
SYMETRA FINL CORP			
COM	185 000	2,807 40	3,546 45
TENNECO INC			
COM	146 000	7,792 01	8,380 40
TESORO CORP			
COM	102 000	5,480 11	5,980 26
TIBCO SOFTWARE INC			
COM	708 000	14,403 45	17,112 36
TIMKEN CO			
COM	75 000	4,087 50	3,882 00
TORCHMARK CORP			
COM	185 000	11,786 10	14,060 00
TORO CO			
COM	274 000	13,013 96	16,908 54
TOTAL SYS SVCS INC			
COM	112 000	3,474 23	3,477 60
TOWERS WATSON & CO			
CL A COM	137 000	5,449 86	15,426 20
TREEHOUSE FOODS INC			
COM	410 000	25,404 19	28,761 50
TRIUMPH GROUP INC NEW			
COM	223 000	17,457 72	16,488 62
TRW AUTOMOTIVE HLDGS CORP			
COM	146 000	9,223 33	11,329 60
TW TELECOM INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM CL A	448 000	11,954 65	12,687 36
UMB FINL CORP			
COM	228 000	10,799 45	14,619 36
UMPQUA HLDGS CORP			
COM	795 000	10,018 43	14,635 95
UNITED BANKSHARES INC WEST VA			
COM	241 000	6,381 17	7,820 45
VANTIV INC			
CL A COM	232 000	6,336 78	7,029 60
WAGEWORKS INC			
COM	381 000	12,292 16	21,831 30
WELLCARE GROUP INC			
COM	195 000	10,317 80	14,488 50
WESCO INTL INC			
COM	133 000	8,991 35	11,435 34
WESTAR ENERGY INC			
COM	1,005 000	31,632 77	31,516 80
WHITING PETE CORP			
NEW COM	227 000	10,733 41	13,710 80
WILLIAMS SONOMA INC			
COM	91 000	4,879 28	5,379 92
WOODWARD INC			
COM	230 000	9,027 48	9,867 00
ZEBRA TECHNOLOGIES CORP			
CL A	287 000	13,113 86	14,878 08
<b>Total U.S. MID CAP</b>		<b>3,239,229 28</b>	<b>3,855,666 33</b>
<b>U.S. SMALL CAP</b>			
ACACIA RESH CORP			
AR ACACIA TECHNOLOGIES COM	437 000	10,177 69	6,502 56
ACADIA HEALTHCARE CO INC			
COM	794 000	27,570 10	36,682 80
AMERICAN EQUITY INVT LIFE HLDG			
COM	614 000	8,999 76	14,557 94
ANALOGIC CORP			
COM PAR \$0 05	177 000	14,064 90	17,101 74
APPROACH RES INC			
COM	448 000	12,285 25	9,493 12
ARCTIC CAT INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	193 000	10,538 74	10,860 11
ARGO GROUP INTL HLDGS LTD			
COM			
BERMUDA	346 000	12,496 86	16,362 34
ASBURY AUTOMOTIVE GROUP INC			
COM	195 000	7,259 01	10,124 40
AVISTA CORP			
COM	297 000	7,834 83	8,093 25
BARRETT BILL CORP			
COM	701 000	14,971 52	18,849 89
BEACON ROOFING SUPPLY INC			
COM	222 000	6,698 50	8,253 96
BLOUNT INTL INC NEW			
COM	870 000	11,795 41	12,606 30
BOISE CASCADE CO DEL			
COM	432 000	11,292 69	11,085 12
BRINKS CO			
COM	220 000	5,999 38	7,376 60
CALGON CARBON CORP			
COM	721 000	10,479 30	14,931 91
CARDTRONICS INC			
COM	641 000	17,359 51	27,300 19
CASELLA WASTE SYS INC			
CL A	2,112 000	8,800 20	12,608 64
CATO CORP NEW			
CL A	481 000	12,566 32	16,373 24
CEVA INC			
COM	519 000	9,416 32	8,298 81
CHEMED CORP			
COM	79 000	5,777.90	6,156 47
CHILDRENS PL RETAIL STORES INC			
COM	182 000	8,930 69	10,010 00
COHERENT INC			
COM	224 000	12,235 44	15,464 96
CTC MEDIA INC			
COM	3,224 000	39,830 65	40,783 60
CUBIC CORP			
COM	60 000	3,035 02	3,362 40
DIODES INC			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM	425 000	8,836 18	8,682 75
EARTHLINK INC			
COM	2,311 000	12,854 48	12,594 95
EINSTEIN NOAH RESTAURANT GROUP			
INC COM	386 000	5,338 84	6,172 14
ENDOLOGIX INC	864 000	11,793 39	15,439 68
ENPRO INDS INC			
COM	224 000	8,548 50	12,678 40
EPAM SYS INC			
COM	398 000	13,974 74	14,117 06
ESCO TECHNOLOGIES INC			
COM	454 000	16,332 61	15,463 24
EVERCORE PARTNERS INC			
CL A COM	200 000	7,263 50	10,970 00
FABRINET			
COM			
CAYMAN ISLANDS	783 000	11,768 41	15,503 40
FIRST FINL BANKSHARES			
COM	143 000	6,627 48	9,492 34
FIRST MIDWEST BANCORP DEL			
COM	563 000	8,861 10	10,336 68
FRANCESCAS HLDGS CORP			
COM	457 000	11,374 62	8,966 34
FTI CONSULTING INC			
COM	141 000	4,698 12	6,332 31
G & K SVCS INC			
CL A	154 000	6,639 86	9,273 88
G-III APPAREL GROUP LTD			
COM	334 000	12,539 01	20,123 50
GREATBATCH INC			
COM	547 000	16,272 04	22,224 61
GUIDEWIRE SOFTWARE INC			
COM	108 000	5,190 38	5,154 84
GULFMARK OFFSHORE INC			
CL A NEW COM	502 000	19,464 08	24,778 72
HAEMONETICS CORP			
COM	408 000	16,759 82	17,242 08
HEALTHCARE SVCS GROUP INC			
COM	189 000	4,781 75	5,479 11

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
HIBBETT SPORTS INC COM	182 000	10,016 50	11,751 74
HMS HLDGS CORP COM	581 000	13,818 06	13,310 71
HUB GROUP INC CL A	299 000	9,882 77	11,251 37
HURON CONSULTING GROUP INC COM	217 000	9,665 16	12,898 48
IMPERVA INC COM	270 000	11,380 79	12,144 60
INFOBLOX INC COM	287 000	8,305 15	9,120 86
ISHARES RUSSELL 2000 ETF	4,274 000	399,774 15	485,141 74
JIVE SOFTWARE INC COM	1,234 000	18,566 11	13,685 06
KEY ENERGY SVCS INC COM	1,646 000	13,984 28	12,904 64
KNIGHT TRANSN INC COM	717 000	12,162 87	12,812 79
KNOLL INC NEW COM	554 000	9,356 61	9,833 50
KOPPERS HLDGS INC COM	335 000	14,229 46	15,872 30
KRISPY KREME DOUGHNUTS INC COM	419 000	6,928 63	10,634 22
MAGELLAN HEALTH SVCS INC NEW COM	264 000	14,425 54	16,156 80
MAGNUM HUNTER RES CORP DEL COM	2,393 000	8,214 22	17,325 32
MAGNUM HUNTER RES CORP DEL WT EXPIRES 04/15/16	250 000	0 00	513 23
MATTHEWS INTL CORP CL A	222 000	7,680 89	9,363 96
MINERALS TECHNOLOGIES INC COM	367 000	15,180 12	21,799 80
MONRO MUFFLER BRAKE INC COM	239 000	9,785 87	12,681 34
MULTIMEDIA GAMES HLDG CO INC COM	309 000	11,315 82	8,961 00

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
NORTHWESTERN CORP			
NEW COM	324 000	12,602 14	14,249 52
ON ASSIGNMENT INC			
COM	285 000	5,724 56	9,698 55
PACWEST BANCORP DEL			
COM	333 000	9,244 05	13,699 62
PIONEER ENERGY SVCS CORP			
COM	1,080 000	7,368 30	7,797 60
PLEXUS CORP			
COM	441 000	10,863 29	17,803 17
PROGRESS SOFTWARE CORP			
COM	590 000	13,878 45	15,540 60
PROOFPOINT INC			
COM	681 000	16,310 72	20,770 50
QLIK TECHNOLOGIES INC			
COM	528 000	14,569 15	13,242 24
QUALYS INC			
COM	290 000	6,411 30	7,168 80
RED ROBIN GOURMET BURGERS INC			
COM	291 000	15,939 26	23,195 61
RESPONSYS INC			
COM	631 000	10,056 80	10,670 21
RUSH ENTERPRISES INC			
CL A COM	460 000	11,899 97	13,445 80
SELECTIVE INS GROUP INC			
COM	644 000	14,434 74	18,154 36
SEMTECH CORP			
COM	249 000	8,591 93	7,400 28
SPECTRANETICS CORP			
COM	579 000	10,493 80	13,467 54
SS&C TECHNOLOGIES HLDGS INC			
COM	379 000	12,181 10	16,338 69
STAGE STORES INC			
COM	609 000	14,906 89	12,795 09
SYKES ENTERPRISES INC			
COM	588 000	8,872 86	13,018 32
SYNCHRONOSS TECHNOLOGIES INC			
COM	471 000	13,840 54	14,944 83
THORATEC CORP			



# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
COM NEW	356 000	10,547 26	14,015 72
TITAN MACHY INC			
COM	174 000	3,428 02	3,098 94
TRIMAS CORP			
NEW COM	251 000	9,622 84	9,181 58
UNITED STATIONERS INC			
COM	211 000	7,917 99	9,490 78
XPO LOGISTICS INC			
COM	656 000	11,654 47	15,061 76
ZUMIEZ INC			
COM	389 000	10,338 14	10,802 53
<b>Total U.S. SMALL CAP</b>		<b>1,376,706 47</b>	<b>1,637,482 48</b>
<b>INTERNATIONAL DEVELOPED</b>			
ABB LTD			
SPONSORED ADR			
SWITZERLAND	1,539 000	36,779 04	39,321 45
ADIDAS AG			
SPONSORED ADR			
GERMANY	668 000	23,901 91	40,709 92
AEGON N V			
NY REGISTRY SHS	4,722 000	37,609 68	41,931 36
AGRIUM INC			
COM			
CANADA	386 000	35,191 89	34,767 02
AIA GROUP LTD			
SPONSORED ADR			
HONG KONG	1,448 000	23,544 48	29,361 10
ALLIANZ SE			
SPONSORED ADR REPSTG 1/10 SH			
GERMANY	2,509 000	38,176 33	43,674 16
ARKEMA			
SPONSORED ADR			
FRANCE	243 000	22,023 36	27,834 92
ARM HLDGS PLC			
SPONSORED ADR			
UNITED KINGDOM	2,814 000	114,217 45	140,418 60
ASTELLAS PHARMA INC			
SER A ADR			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
JAPAN	2,665 000	34,197 50	39,505 96
ASTRAZENECA PLC			
SPONSORED ADR			
UNITED KINGDOM	737 000	36,497 44	42,149 03
AVAGO TECHNOLOGIES LTD			
COM			
SINGAPORE	129 000	5,925 69	5,770 17
BAE SYS PLC			
SPONSORED ADR			
UNITED KINGDOM	1,270 000	32,826 93	35,565 08
BANCO BILBAO VIZCAYA ARGENTARIA			
S A SPONSORED ADR			
SPAIN	6,109 000	51,882 83	72,636 01
BANCO SANTANDER SA			
ADR			
SPAIN	4,316 000	27,859 86	38,585 04
BARCLAYS PLC			
ADR			
UNITED KINGDOM	4,325 000	73,469 49	76,898 50
BASF SE			
SPONSORED ADR			
GERMANY	387 000	35,594 85	41,415 58
BG GROUP PLC			
ADR FINAL INSTALLMENT NEW			
UNITED KINGDOM	1,915 000	31,433 87	39,163 67
BHP BILLITON LTD			
SPONSORED ADR			
AUSTRALIA	1,053 000	64,571 44	71,835 66
BNP PARIBAS			
SPONSORED ADR REPSTG 1/4 SH			
FRANCE	1,041 000	27,956 52	39,155 13
BP P L C			
SPONSORED ADR			
UNITED KINGDOM	841 000	35,614 28	39,535 41
BRAMBLES LTD			
UNSPONSORED ADR			
AUSTRALIA	1,875 000	28,324 48	32,591 25
BT GROUP PLC			
ADR			

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

**Basis: Settlement Date**

**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
UNITED KINGDOM	545 000	32,300 20	33,288 60
CANADIAN PAC RY LTD COM			
CANADA	226 000	26,585 70	34,776 88
CANON INC ADR REPSTG 5 SHS			
JAPAN	1,129 000	38,085 68	37,618 28
CARNIVAL PLC ADR			
UNITED KINGDOM	1,017 000	37,946 63	37,130 67
CENTRICA PLC SPONSORED ADR NEW 2004			
UNITED KINGDOM	790 000	14,269 12	17,511 14
CNOOC LTD SPONSORED ADR			
HONG KONG	195 000	36,258 43	39,912 60
COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES	12,202 363	477,966 55	589,252 11
CORE LABORATORIES N V COM			
NETHERLANDS	39 000	5,363 96	7,103 46
COVIDIEN PLC COM			
IRELAND	1,092 000	68,607 19	74,539 92
CREDIT SUISSE GROUP SPONSORED ADR			
SWITZERLAND	1,159 000	32,820 85	34,654 10
DAIMLER AG SPONSORED ADR COM			
GERMANY	421 000	24,378 06	34,965 73
DBS GROUP HLDGS LTD SPONSORED ADR			
SINGAPORE	430 000	22,994 33	23,571 74
DELHAIZE GROUP SPONSORED ADR			
BELGIUM	523 000	34,314 82	30,443 83
DEUTSCHE BK AG COM			
GERMANY	1,191 000	52,217 69	57,120 36

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
DIAGEO PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	716 000	82,307 79	91,411 72
DNB NOR ASA			
SPONSORED ADR REPSTG			
NORWAY	130 000	18,226 00	23,041 46
EAST JAPAN RY CO			
ADR			
JAPAN	2,266 000	29,414 07	30,953 56
ENI S P A			
SPONSORED ADR			
ITALY	723 000	30,550 49	34,602 78
ENSCO PLC			
CL A COM	97 000	5,478 02	5,730 76
ESSILOR INTL			
ADR			
FRANCE	334 000	17,302 34	17,555 71
FANUC CORP			
UNSP ADR			
JAPAN	1,204 000	28,065 60	33,796 28
FLEXTRONICS			
COM			
SINGAPORE	1,289 000	9,540 35	9,770 62
HARBOR INTERNATIONAL FUND			
INSTL CL	0 241	11 74	17 12
HEIDELBERGCEMENT AG			
ADR			
GERMANY	1,913 000	25,283 50	29,990 10
HEINEKEN N V			
SPONSORED ADR LEVEL 1			
NETHERLANDS	625 000	20,071 54	21,286 88
HITACHI LIMITED			
ADR 10 COM			
JAPAN	537 000	36,448 93	39,606 97
HSBC HLDGS PLC			
SPON ADR NEW			
UNITED KINGDOM	1,469 000	79,691 11	82,410 90
ICON PLC			
COM			

Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
ISIN IE0005711209 IRELAND	126 000	4,425 31	4,805 64
INFINEON TECHNOLOGIES AG			
SPONSORED ADR			
GERMANY	2,775 000	22,227 75	28,224 53
ING GROEP N V			
SPONSORED ADR			
NETHERLANDS	3,086 000	29,612 63	40,056 28
INTERXION HLDG NV			
COM			
NETHERLANDS	351 000	6,762 77	7,901 01
ITAU UNIBANCO HLDG SA			
SPONSORED ADR REPSTG 500 PFD			
BRAZIL	2,795 000	33,917 30	39,325 65
JULIUS BAER GROUP LTD			
ADR			
SWITZERLAND	2,269 000	12,972 25	21,333 14
KERING S A			
UNSPONSORED ADR			
FRANCE	1,516 000	31,840 33	33,696 13
KINROSS GOLD CORP			
NO PAR COM			
CANADA	4,363 000	21,196 67	20,549 73
KOMATSU LTD			
SPON ADR NEW			
JAPAN	1,447 000	34,835 97	30,094 71
L OREAL CO			
ADR			
FRANCE	777 000	25,012 62	26,056 70
LYONDELLBASELL INDUSTRIES NV			
CL A COM			
NETHERLANDS	479 000	31,397 34	36,969 22
MITSUBISHI UFJ FINL GROUP INC			
ADR			
JAPAN	10,400 000	65,762 81	67,496 00
NESTLE S A			
SPONSORED ADR			
SWITZERLAND	2,295 000	140,295 51	168,129 40
NIPPON TELEG & TEL CORP			
SPONSORED ADR			

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

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**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
JAPAN	2,613 000	67,828 83	65,925 99
NISSAN MOTORS			
SPONSORED ADR			
JAPAN	1,806 000	37,007 23	33,028 13
NOKIA CORP			
SPONSORED ADR			
FINLAND	4,024 000	27,628 26	32,433 44
NOMURA HLDGS INC			
SPONSORED ADR			
JAPAN	4,752 000	38,544 71	37,920 96
NOVARTIS A G			
SPONSORED ADR			
SWITZERLAND	404 000	23,255 07	31,964 48
PRUDENTIAL PLC			
ADR			
UNITED KINGDOM	822 000	26,577 59	35,132 28
ROCHE HLDG LTD			
SPONSORED ADR			
SWITZERLAND	769 000	33,121 66	53,761 56
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL A			
DUTCH LISTING	1,343 000	89,101 82	89,578 10
SAFRAN S A			
UNSPONSORED ADR			
FRANCE	2,388 000	31,152 82	39,385 28
SANOFI			
SPONSORED ADR			
FRANCE	1,615 000	84,271 29	85,320 45
SCHNEIDER ELEC SA			
ADR			
FRANCE	1,895 000	24,456 38	32,154 36
SEAGATE TECH			
COM			
IRELAND	174 000	7,142 85	8,532 96
SEKISUI HOUSE LTD			
SPONSORED ADR COM			
JAPAN	2,647 000	35,219 40	36,539 19
SENSATA TECH HLDG NV			
COM			

# Standard Portfolio Holdings Detail Report

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ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
NETHERLANDS	511 000	17,883 38	19,918 78
SEVEN & I HLDGS CO LTD			
UNSPON ADR			
JAPAN	500 000	35,602 11	36,829 00
SIEMENS A G			
SPONSORED ADR			
GERMANY	305 000	32,839 05	40,296 60
SILVER WHEATON CORP			
COM	3,285 000	77,556 22	68,787 90
SMITH & NEPHEW PLC			
SPDN ADR NEW			
UNITED KINGDOM	592 000	34,976 96	39,592 96
SOCIETE GENERALE FRANCE			
SPONSORED ADR			
FRANCE	3,725 000	27,214 77	42,941 80
STATOIL ASA			
SPONSORED ADR			
NORWAY	3,277 000	68,602 40	73,863 58
SUMITOMO MITSUI FINL GROUP INC			
SPONSORED ADR			
JAPAN	9,134 000	84,584 18	91,431 34
SUNCOR ENERGY INC			
NEW COM			
CANADA	1,918 000	62,682 16	66,516 24
SVENSKA CELLULOSA AKTIEBOLAGET			
SCA SPONSORED ADR			
SWEDEN	332 000	9,447 13	9,727 60
SYMRISE AG			
ADR			
GERMANY	1,568 000	14,970 48	17,400 10
SYNGENTA AG			
SPONSORED ADR			
SWITZERLAND	340 000	15,918 64	26,659 40
TELEFONICA S A			
SPONSORED ADR			
SPAIN	2,353 000	30,267 17	38,659 79
TESCO PLC			
SPONSORED ADR			
UNITED KINGDOM	2,242 000	36,263 07	38,335 96

# Standard Portfolio Holdings Detail Report

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ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
TIM HORTONS INC COM	137 000	7,850 35	7,991 21
TORONTO DOMINION BK ONTARIO COM			
CANADA	346 000	27,256 21	31,627 86
TOTAL S A SPONSORED ADR			
FRANCE	680 000	34,503 26	41,017 60
UNITED OVERSEAS BK LTD SPONSORED ADR			
SINGAPORE	781 000	24,418.67	26,066 66
VANGUARD FTSE DEVELOPED MARKETS ETF	16,135 000	599,726 66	663,471 20
VODAFONE GROUP PLC SPONSORED ADR NEW			
UNITED KINGDOM	3,857 000	120,317 12	143,056 13
YAMANA GOLD INC COM			
CANADA	2,341 000	22,690 16	21,279 69
<b>Total INTERNATIONAL DEVELOPED</b>		<b>4,475,237 33</b>	<b>5,096,676 02</b>
<b>EMERGING MARKETS</b>			
ALLOT COMMUNICATIONS LTD COM			
ISRAEL	854 000	10,063 76	11,136 16
AMERICA MOVIL S A B DE C V SPONSORED ADR REPSTG SER L SHS			
MEXICO	1,670 000	37,569 49	38,810 80
CHECK POINT SOFTWARE TECH LTD ORD			
ISRAEL	650 000	32,464 43	40,209 00
CHINA MOBILE LTD SPONSORED ADR			
HONG KONG	674 000	35,218 85	36,557 76
COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES	148,956 155	1,375,000 00	1,520,842 34
GRUPO FINANCIERO BANORTE S A B DE C V ADR			
MEXICO	797 000	24,917 14	27,367 39



**Standard Portfolio Holdings Detail Report**

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**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
INFOSYS TECHNOLOGIES LTD SPONSORED ADR INDIA	710 000	32,927 11	38,354 20
KB FINL GROUP INC SPONSORED ADR REPSTG 1 COM SH SOUTH KOREA	1,039 000	32,711 15	38,733 92
MELLANOX TECHNOLOGIES LTD COM ISRAEL	324 000	12,073 55	12,616 56
OIL CO LUKOIL SPONSORED ADR RUSSIA	560 000	34,177 88	34,581 68
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR BRAZIL	1,699 000	22,400 82	27,082 06
SBERBANK RUSSIA SPONSORED ADR RUSSIA	2,130 000	23,588 18	26,546 19
SK TELECOM LTD SPONSORED ADR SOUTH KOREA	1,902 000	41,367 04	45,419 76
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR TAIWAN	1,876 000	24,229 60	33,261 48
TATA MTRS LTD SPONSORED ADR INDIA	1,395 000	34,130 64	45,295 65
TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL	910 000	43,495 45	37,091 60
VALE S A ADR BRAZIL	2,682 000	35,970 08	41,088 24
VANGUARD FTSE EMERGING MKTS ETF	35,820 000	1,360,231 43	1,485,813 60
<b>Total EMERGING MARKETS</b>		<b>3,212,536 60</b>	<b>3,540,808 39</b>
<b>Total EQUITIES</b>		<b>27,178,085 12</b>	<b>32,323,560 04</b>

# Standard Portfolio Holdings Detail Report

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ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
<b>FIXED INCOME</b>			
<b>INVESTMENT GRADE TAXABLE</b>			
<b>ALLSTATE CORP</b>			
SR NT			
DTD 08/16/04 5 000% DUE 08/15/14	125,000 000	133,832 50	128,972 50
<b>ANHEUSER BUSCH INBEV WORLDWIDE</b>			
<b>INC CO GTD NT</b>			
DTD 03/29/10 5 000% DUE 04/15/20	150,000 000	159,522 25	169,194 00
<b>BERKSHIRE HATHAWAY FIN CORP</b>			
<b>CO GTD SR NT</b>			
DTD 01/11/11 4 250% DUE 01/15/21	150,000 000	150,922 50	160,825 50
<b>CHEVRON CORP</b>			
SR NT			
DTD 03/03/09 4 950% DUE 03/03/19	150,000 000	158,556 50	171,633 00
<b>CISCO SYS INC</b>			
NT			
DTD 02/22/06 5 500% DUE 02/22/16	150,000 000	141,946 00	166,116 00
<b>CLOROX CO</b>			
<b>UNSECD SR NT CALL 06/15/22 @100</b>			
DTD 09/13/12 3 050% DUE 09/15/22	150,000 000	149,427 50	142,624 50
<b>COCA-COLA CO</b>			
NT			
DTD 11/01/07 5 350% DUE 11/15/17	150,000 000	148,240 50	172,753 50
<b>COMCAST CORP NEW</b>			
<b>SR UNSECD NT</b>			
DTD 07/02/12 3 125% DUE 07/15/22	150,000 000	155,935 50	144,858 00
<b>CONAGRA FOODS INC</b>			
<b>UNSECD SR NT CALL 10/25/22 @100</b>			
DTD 01/25/13 3 200% DUE 01/25/23	150,000 000	149,921 25	140,215 50
<b>CREDIT SUISSE FIRST BOSTON USA</b>			
<b>INC GLOBAL SR NT</b>			
DTD 08/17/05 5 125% DUE 08/15/15	125,000 000	128,488 75	134,495 00
<b>CVS CAREMARK CORP</b>			
<b>SR UNSECD NT</b>			
DTD 05/25/07 5 750% DUE 06/01/17	150,000 000	176,383 06	171,567 00
<b>DOW CHEM CO</b>			
<b>SR UNSECD NT CALL 08/15/20</b>			
DTD 11/09/10 4 250% DUE 11/15/20	150,000 000	157,261 50	160,696 50

# Standard Portfolio Holdings Detail Report

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ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
DU PONT E I DE NEMOURS & CO SR NT			
DTD 02/20/09 4 750% DUE 03/15/15	125,000 000	141,355 25	131,708 75
FEDERAL HOME LN BK GLOBAL BD			
DTD 05/27/04 5 250% DUE 06/18/14	500,000 000	507,997 00	513,870 00
FEDERAL HOME LN MTG CORP NT			
DTD 07/14/05 4 375% DUE 07/17/15	500,000 000	534,928 50	533,590 00
FEDERAL HOME LN MTG CORP REFERENCE NTS			
DTD 03/27/09 3 750% DUE 03/27/19	500,000 000	530,559 50	550,775 00
FEDERAL NATL MTG ASSN MTN			
DTD 06/08/07 5 375% DUE 06/12/17	500,000 000	504,023 00	577,710 00
FEDERAL NATL MTG ASSN NT			
DTD 08/17/06 5 250% DUE 09/15/16	500,000 000	573,894 85	564,930 00
FEDERAL NATL MTG ASSN POOL #AB4482			
DTD 01/01/12 3 000% DUE 02/01/27	517,255 350	546,108 50	533,662 69
FEDERAL NATL MTG ASSN POOL #889780			
DTD 07/01/08 5 500% DUE 03/01/23	105,779 858	105,118 73	115,661 81
FEDERAL NATL MTG ASSN POOL #988801			
DTD 08/01/08 6 000% DUE 08/01/23	41,888 263	42,208 97	45,505 31
FIFTH THIRD BANCORP SR UNSCED NT			
DTD 01/25/11 3 625% DUE 01/25/16	150,000 000	151,061 00	158,149 50
GENERAL ELEC CAP CORP SR UNSECD MTN			
DTD 10/17/11 4 650% DUE 10/17/21	150,000 000	155,227 25	164,245 50
GOLDMAN SACHS GROUP INC NT			
DTD 09/29/04 5 000% DUE 10/01/14	125,000 000	104,777 50	129,475 00
HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100			
DTD 03/31/11 4 400% DUE 04/01/21	150,000 000	171,204 00	164,323 50

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
HONEYWELL INTL INC			
SR UNSECD MTN			
DTD 02/29/08 5 300% DUE 03/01/18	150,000 000	141,920 75	172,420 50
INTERNATIONAL BUSINESS MACHS			
CORP SR NT			
DTD 09/14/07 5 700% DUE 09/14/17	150,000 000	135,636 00	173,665 50
JPMORGAN CHASE & CO			
SR UNSECD NT			
DTD 09/24/12 3 250% DUE 09/23/22	150,000 000	154,057 50	143,862 00
KROGER CO			
SR NT			
DTD 01/16/08 6 150% DUE 01/15/20	150,000 000	184,177 75	173,569 50
LENDER PROCESSING SVCS INC			
UNSECD SR NT C10/01/17 @102 875			
DTD 10/12/12 5 750% DUE 04/15/23	20,000 000	21,296 00	20,800 00
MCDONALDS CORP			
SR UNSECD MTN			
DTD 10/18/07 5 800% DUE 10/15/17	150,000 000	148,830 25	174,630 00
MERCK & CO INC			
NT			
DTD 02/17/05 4 750% DUE 03/01/15	125,000 000	115,188 75	131,778 75
METLIFE INC			
SR UNSECD NT			
DTD 05/29/09 6 750% DUE 06/01/16	150,000 000	174,202 25	171,403 50
NEWS AMER INC			
SR UNSECD NT SER WI			
DTD 09/14/12 3 000% DUE 09/15/22	150,000 000	135,502 50	141,958 50
ORACLE CORP / OZARK HLDG INC			
NT			
DTD 01/13/06 5 250% DUE 01/15/16	125,000 000	110,316 25	136,990 00
PLAINS EXPL & PRODTN CO			
CO GTD SR NT CALL 5/1/16 @103 31			
DTD 03/29/11 6 625% DUE 05/01/21	26,000 000	26,520 00	28,434 90
PROCTER & GAMBLE CO			
NT			
DTD 08/10/04 4 950% DUE 08/15/14	125,000 000	123,358 75	129,137 50
PRUDENTIAL FINL INC			
MTN SER B			
DTD 09/20/04 5 100% DUE 09/20/14	125,000 000	128,400 00	129,488 75

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

**Basis: Settlement Date**

**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
TARGET CORP			
SR UNSECD NT			
DTD 07/16/10 3 875% DUE 07/15/20	150,000 000	157,411 25	159,942 00
TIME WARNER INC			
NEW NT			
DTD 11/13/06 5 875% DUE 11/15/16	150,000 000	167,250 75	170,094 00
UNILEVER CAPITAL CORP			
CO GTD SR NT			
DTD 02/12/09 4 800% DUE 02/15/19	125,000 000	131,897 50	141,945 00
UNITED STATES TREAS NT			
DTD 02/15/11 3 625% DUE 02/15/21	400,000 000	424,410 15	440,876 00
UNITED STATES TREAS NT			
DTD 05/17/04 4 750% DUE 05/15/14	895,000 000	916,878 52	913,705 50
UNITED STATES TREAS NT			
DTD 08/15/05 4 250% DUE 08/15/15	250,000 000	268,066 62	267,032 50
UNITED STATES TREAS NT			
DTD 08/15/07 4 750% DUE 08/15/17	200,000 000	221,742 99	228,360 00
UNITED STATES TREAS NT			
DTD 08/15/08 4 000% DUE 08/15/18	500,000 000	520,801 27	563,400 00
UNITED TECHNOLOGIES CORP			
NT			
DTD 12/07/07 5 375% DUE 12/15/17	150,000 000	142,607 75	173,559 00
VERIZON COMMUNICATIONS INC			
NT			
DTD 02/15/06 5 550% DUE 02/15/16	150,000 000	156,836 75	164,716 50
WAL-MART STORES INC			
SR NT			
DTD 08/24/07 5 800% DUE 02/15/18	150,000 000	147,266 25	175,489 50
WALGREEN CO			
UNSECD SR NT			
DTD 09/13/12 3 100% DUE 09/15/22	150,000 000	151,977 00	141,135 00
WASTE MGMT INC			
CO GTD SR NT			
DTD 06/08/10 4 750% DUE 06/30/20	150,000 000	157,535 00	163,578 00
WELLS FARGO & CO			
NEW MEDIUM TERM SR NT			
DTD 03/29/11 4 600% DUE 04/01/21	150,000 000	172,369 50	165,144 00
WELLS FARGO ADVANTAGE ULTRA			
SHORT TERM INCOME FUND	24,165 054	206,127 91	206,127 91

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

**Basis: Settlement Date**

**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
<b>XEROX CORP</b>			
<b>SR UNSECD NT</b>			
DTD 12/04/09 4 250% DUE 02/15/15	125,000 000	133,028 75	129,900 00
<b>Total INVESTMENT GRADE TAXABLE</b>		11,554,516 57	11,980,702 37
<b>INTERNATIONAL DEVELOPED BONDS</b>			
<b>PIMCO FOREIGN BOND FUND UNHEDGED</b>			
<b>INSTL CL</b>			
	58,671 201	634,497 19	592,579 13
<b>Total INTERNATIONAL DEVELOPED BONDS</b>		634,497 19	592,579 13
<b>GLOBAL HIGH YIELD TAXABLE</b>			
<b>AES CORP</b>			
<b>SR UNSECD NT</b>			
DTD 12/01/08 8 000% DUE 06/01/20	25,000 000	29,000 00	29,250 00
<b>AIRCASTLE LTD</b>			
<b>SR UNSECD NT BERMUDA</b>			
DTD 11/30/12 6 250% DUE 12/01/19	21,000 000	22,811 25	22,680 00
<b>ALTA MESA HLDGS LP / ALTA MESA</b>			
<b>FIN SVCS CORP SR NT SER B CALL</b>			
DTD 04/15/11 9 625% DUE 10/15/18	22,000 000	23,265 00	23,540 00
<b>AMERIGAS FIN CORP / AMERIGAS FIN</b>			
<b>LLC GTD SR NT C5/20/16 @103 38</b>			
DTD 01/12/12 6 750% DUE 05/20/20	20,000 000	21,600 00	21,800 00
<b>AMERISTAR CASINOS INC CO GTD SR</b>			
<b>NT SER WI CALL 4/15/15 @105 62</b>			
DTD 10/15/11 7 500% DUE 04/15/21	18,000 000	19,440 00	19,530 00
<b>AMKOR TECHNOLOGY INC</b>			
<b>UNSECD SR NT CALL 6/1/15 @104 97</b>			
DTD 05/20/11 6 625% DUE 06/01/21	14,000 000	14,665 00	14,350 00
<b>ARCELORMITTAL SA LUXEMBOURG</b>			
<b>SR UNSECD NT LUXEMBOURG</b>			
DTD 02/28/12 6 250% DUE 02/25/22	28,000 000	28,840 00	30,345 00
<b>BARRETT BILL CORP</b>			
<b>CO GTD SR NT C10/1/15 @103 81</b>			
DTD 09/27/11 7 625% DUE 10/01/19	24,000 000	25,650 00	25,740 00
<b>BREITBURN ENERGY PARTNERS L P</b>			
<b>/ BREITBURN FINANCE CO GTD SR NT</b>			
DTD 10/06/10 8 625% DUE 10/15/20	20,000 000	21,600 00	21,400 00
<b>CCO HLDGS LLC/CCO HLDGS CAP CORP</b>			

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
SR UNSECD NT C1/31/17 @103 31 DTD 01/26/12 6 625% DUE 01/31/22 CELANESE US HLDGS LLC	20,000 000	21,800 00	20,800 00
SR UNSECD NT DTD 11/13/12 4 625% DUE 11/15/22 CENTURYLINK INC	21,000 000	21,367 50	20,160 00
UNSECD SR NT SER V DTD 03/21/13 5 625% DUE 04/01/20 CHS / CMNTY HEALTH SYS INC	30,000 000	30,750 00	30,525 00
UNSECD SR NT DTD 05/15/12 8 000% DUE 11/15/19 CLEAN HBRS INC	22,000 000	23,925 00	23,925 00
SR NT DTD 07/30/12 5 250% DUE 08/01/20 CONCHO RES INC	13,000 000	13,731 25	13,357 50
CO GTD SR NT C1/15/17 @103 25 DTD 05/23/11 6 500% DUE 01/15/22 CYRUSONE LP / CYRUSONE FIN CORP	20,000 000	21,800 00	21,650 00
UNSECD SR NT C11/15/17 @103 188 DTD 05/15/13 6 375% DUE 11/15/22 DANA HLDG CORP	19,000 000	19,570 00	19,475 00
UNSECD SR NT C2/15/16 @103 38 DTD 01/28/11 6 750% DUE 02/15/21 DIAMOND RESORTS CORP 1ST LIEN	20,000 000	21,240 00	21,600 00
SR SECD NT CALL 08/15/14 @100 DT 02/15/11 12 000% DUE 08/15/18 DISH DBS CORP	17,000 000	18,399 22	18,870 00
CO GTD SR NT DTD 05/05/11 6 750% DUE 06/01/21 DONNELLEY R R & SONS CO	20,000 000	22,375 00	21,550 00
SR UNSECD NT DTD 11/12/13 6 500% DUE 11/15/23 E TRADE FINL CORP	22,000 000	22,165 00	21,945 00
SR NT DTD 05/19/11 6 750% DUE 06/01/16 EAGLE ROCK ENERGY PARTNERS L P/ EAGLE ROCK ENERGY FIN CORP CO	20,000 000	21,390 00	21,550 00
DTD 12/01/11 8 375% DUE 06/01/19 ENERGY TRANSFER EQUITY L P	18,000 000	18,090 00	18,540 00

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
SR UNSECD NT			
DTD 09/20/10 7 500% DUE 10/15/20	20,000 000	22,800 00	22,800 00
EQUINIX INC			
UNSECD SR NT C04/01/18 @102 688			
DTD 03/05/13 5 375% DUE 04/01/23	27,000 000	27,371 25	26,527 50
GENESIS ENERGY L P / GENESIS			
ENERGY FIN CORP CO GTD SR NT			
DTD 06/15/11 7 875% DUE 12/15/18	20,000 000	21,905 00	21,550 00
GOODYEAR TIRE & RUBR CO			
SR UNSECD NT C03/01/16 @104 875			
DTD 02/25/13 6 500% DUE 03/01/21	20,000 000	21,293 80	21,200 00
GULFMARK OFFSHORE INC			
UNSECD SR NT C03/15/17 @103 188			
DTD 09/12/12 6 375% DUE 03/15/22	22,000 000	22,440 00	22,330 00
HCA HLDGS INC			
UNSECD SR NT C11/15/15 @103 88			
DTD 11/15/11 7 750% DUE 05/15/21	20,000 000	21,700 00	21,875 00
HERTZ CORP			
CO GTD SR NT C4/15/15 @103 38			
DTD 04/15/11 6 750% DUE 04/15/19	20,000 000	21,500 00	21,550 00
HORNBECK OFFSHORE SVCS INC NEW			
UNSECD SR NT			
DTD 08/27/12 5 875% DUE 04/01/20	21,000 000	22,176 00	21,630 00
HUNTSMAN INTL LLC CO GTD			
SR SUB NT C9/15/15 @104 31			
DTD 03/15/11 8 625% DUE 03/15/21	20,000 000	22,900 00	22,400 00
ICAHN ENTERPRISES L P / ICAHN			
ENTERPRISES FIN CORP CO GTD SR			
DTD 07/15/10 8 000% DUE 01/15/18	27,000 000	28,755 54	28,181 25
IGATE CORP			
UNSECD SR NT CALL 5/01/14 @104 5			
DTD 11/01/11 9 000% DUE 05/01/16	13,000 000	14,267 50	13,893 75
INTELSAT JACKSON HLDGS S A CO			
GTD SR NT C10/15/15 @103 63 LU			
DTD 09/30/10 7 250% DUE 10/15/20	20,000 000	21,500 00	21,850 00
INTERNATIONAL LEASE FIN CORP			
UNSECD SR NT			
DTD 08/21/12 5 875% DUE 08/15/22	28,000 000	29,148 56	28,840 00
ISLE CAPRI CASINOS INC			



# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
CO GTD SR NT C3/15/15 @103 88 DTD 03/07/11 7 750% DUE 03/15/19 KRATOS DEFENSE & SEC SOLUTIONS/ BREITBURN FIN SR SECD NT C6/1/14 DTD 05/19/10 10 000% DUE06/01/17 LINN ENERGY LLC / LINN ENERGY FIN CORP UNSECD SR NT C4/15/15 DTD 04/06/10 8 625% DUE 04/15/20 MCCLATCHY CO 1ST LIEN SR SECD NT C12/15/17 @104 50 DTD 06/15/13 9 000% DUE 12/15/22 METROPCS WIRELESS INC CO GTD NT CALL 11/15/15 @103 31 DTD 11/17/10 6 625% DUE 11/15/20 MGM RESORTS INTL UNSECD SR NT DTD 12/20/12 6 625% DUE 12/15/21 NATIONAL MONEY MART CO CO GTD SR NT CALL 12/15/13 @105 19 CANADA DT 06/15/10 10 375% DUE 12/15/16 NATIONSTAR MTG LLC / NATIONSTAR CAP CORP UNSECD SR NT C01/01/17 DTD 02/07/13 6 500% DUE 07/01/21 NRG ENERGY INC CO GTD SR NT C5/15/16 @103 94 DTD 11/15/11 7 875% DUE 05/15/21 NUSTAR LOGISTICS L P SR UNSECD NT DTD 08/19/13 6 750% DUE 02/01/21 OASIS PETE INC NEW UNSECD SR NT CALL 7/15/17 @103 44 DTD 07/02/12 6 875% DUE 01/15/23 PARKER DRILLING CO CO GTD SR NT C4/01/14 @104 56 DTD 10/01/10 9 125% DUE 04/01/18 PHH CORP SR UNSECD NT DTD 08/23/12 7 375% DUE 09/01/19 PIMCO EMERGING MKT CURRENCY FUND	18,000 000    17,000 000   20,000 000   20,000 000   20,000 000   20,000 000   16,000 000   22,000 000   20,000 000   12,000 000   17,000 000   18,000 000   20,000 000	19,440 00    18,411 00   21,948 00   21,700 00   20,825 00   21,300 00   17,888 00   21,285 00   21,950 00   12,090 00   18,657 50   19,485 00   21,680 00	19,260 00    18,402 50   21,400 00   21,700 00   21,175 00   21,050 00   16,600 00   20,900 00   22,300 00   12,360 00   18,275 00   19,237 50   21,600 00

# Standard Portfolio Holdings Detail Report

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
INSTL	132,964 863	1,359,000 00	1,345,604 41
REYNOLDS GROUP ISSUER INC/ REYNOLDS GROUP ISSUER LLC SR			
DTD 09/28/12 5 750% DUE 10/15/20	18,000 000	18,315 00	18,450 00
ROCKWOOD SPECIALTIES GROUP INC SR UNSECD SUB NT CALL 10/15/15			
DTD 09/25/12 4 625% DUE 10/15/20	14,000 000	14,472 22	14,385 00
ROYAL CARIBBEAN CRUISES LTD UNSECD SR NT LIBERIA			
DTD 11/07/12 5 250% DUE 11/15/22	21,000 000	21,393 75	21,052 50
RYLAND GROUP INC SR UNSECD NT			
DTD 09/21/12 5 375% DUE 10/01/22	22,000 000	22,531 08	21,065 00
SALLY HLDGS LLC / SALLY CAP INC CO GTD SR NT CALL 6/1/17 @102 88			
DTD 05/18/12 5 750% DUE 06/01/22	14,000 000	15,120 00	14,525 00
SANDRIDGE ENERGY INC SR NT			
DTD 07/15/10 8 750% DUE 01/15/20	14,000 000	15,330 00	15,120 00
SCIENTIFIC GAMES INTL INC SR SUB NT CALL 9/1/15 @104 688			
DTD 08/20/12 6 250% DUE 09/01/20	25,000 000	25,312 50	25,703 25
SLM CORP MTN			
DTD 06/18/08 8 450% DUE 06/15/18	18,000 000	21,436 74	20,970 00
SONIC AUTOMOTIVE INC SR SUB NT CALL 7/15/17 @103 50			
DTD 01/15/13 7 000% DUE 07/15/22	20,000 000	22,250 00	21,650 00
SPIRIT AEROSYSTEMS INC CO GTD SR NT CALL 12/15/15 @103 38			
DTD 11/18/10 6 750% DUE 12/15/20	21,000 000	22,575 00	22,522 50
SPRINT CAP CORP GTD NT			
DTD 05/06/99 6 900% DUE 05/01/19	27,000 000	27,843 75	29,295 00
SUNCOKE ENERGY INC CO GTD SR NT CALL 8/01/14 @105 72			
DTD 07/26/11 7 625% DUE 08/01/19	22,000 000	23,760 00	23,705 00
UNISYS CORP SR UNSECD NT			

**Standard Portfolio Holdings Detail Report**

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
DTD 08/21/12 6 250% DUE 08/15/17 UNITED CONTL HLDGS INC UNSECD SR NT	20,000 000	21,340 00	21,550 00
DTD 05/07/13 6 375% DUE 06/01/18 UNITED RENTALS NORTH AMER INC SR UNSECD SR NT C4/15/17@103 813	35,000 000	35,560 00	36,400 00
DTD 10/15/12 7 625% DUE 04/15/22 <b>Total GLOBAL HIGH YIELD TAXABLE</b>	20,000 000	22,400 00 2,726,531 41	22,400 00 2,705,867 66
<b>Total FIXED INCOME</b>		14,915,545 17	15,279,149 16
<b>HEDGE FUNDS</b>			
<b>HEDGE FUND FUND OF FUNDS</b>			
EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	3,794 540	6,217,437 09	6,719,621 87
<b>Total HEDGE FUND FUND OF FUNDS</b>		6,217,437 09	6,719,621 87
<b>Total HEDGE FUNDS</b>		6,217,437 09	6,719,621 87
<b>PRIVATE EQUITY</b>			
<b>PRIVATE EQUITY OTHER</b>			
EXCELSIOR PRIVATE MARKETS FUND II (TE) LCC POTENTIAL VALUATION AS OF 01/31/14)	198,500 000	198,500 00	198,500 00
EXCELSIOR PRIVATE MARKETS FUND II (TE) LLC	1,536 402	1,125,674 47	1,361,745 85
<b>Total PRIVATE EQUITY OTHER</b>		1,324,174 47	1,560,245 85
<b>Total PRIVATE EQUITY</b>		1,324,174 47	1,560,245 85
<b>REAL ESTATE</b>			
<b>PUBLIC REITS</b>			
AMERICAN ASSETS TR INC			

**Standard Portfolio Holdings Detail Report**

**As of: November, 2013**

**Basis: Settlement Date**

**ELIZABETH MORSE GENIUS CHARITABLE TR**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
REIT	108 000	3,158 99	3,368 52
AMERICAN TOWER CORP			
COM	2,614 000	201,251 86	203,290 78
BIOMED RLTY TR INC			
REIT	368 000	7,991 19	6,837 44
BOSTON PROPERTIES INC			
COM	116 000	12,245 49	11,540 84
BRE PROPERTIES INC			
CL A	143 000	6,972 75	7,325 89
CYRUSONE INC			
REITS	549 000	10,632 94	11,216 07
DUPONT FABROS TECHNOLOGY INC			
REITS	324 000	8,051 01	7,604 28
EDUCATION RLTY TR INC			
REIT	1,248 000	12,861 25	10,857 60
EQUITY RESIDENTIAL			
SH BEN INT	221 000	12,313 06	11,390 34
HEALTHCARE RLTY TR			
COM	471 000	12,765 75	10,423 23
HOME PPTYS INC			
REITS	128 000	8,099 83	6,730 24
KIMCO REALTY CORP			
COM	308 000	6,359 93	6,350 96
MID-AMER APT CMNTYS INC			
COM	121 000	8,214 49	7,289 04
PRUDENTIAL GLOBAL REAL ESTATE			
FUND CL Z	120,070 114	2,740,000 00	2,645,144 61
PS BUSINESS PKS INC CALIF			
COM	170 000	11,557 58	13,314 40
PUBLIC STORAGE INC			
COM (REIT)	181 000	25,636 53	27,638 70
REGENCY CTRS CORP			
COM	134 000	6,299 71	6,276 56
SIMON PPTY GROUP INC NEW			
COM	195 000	32,202 28	29,220 75
SL GREEN RLTY CORP			
COM	89 000	7,788 32	8,051 83
TAUBMAN CTRS INC			
COM	122 000	9,091 97	7,976 36

**Standard Portfolio Holdings Detail Report**

As of: November, 2013

Basis: Settlement Date

ELIZABETH MORSE GENIUS CHARITABLE TR

Asset Type	Units	Fed Tax Cost	Market Value
VENTAS INC			
COM	100 000	6,361 39	5,683 00
<b>Total PUBLIC REITS</b>		3,149,856 32	3,047,531 44
<b>Total REAL ESTATE</b>		3,149,856 32	3,047,531 44
 <b>TANGIBLE ASSETS</b>			
<b>COMMODITIES</b>			
CREDIT SUISSE COMMODITY-RETURN			
STRATEGY FUND CL I	150,222 928	1,132,609 57	1,075,596 16
POWERSHARES DB COMMODITY INDEX			
TRACKING FUND UNIT BEN INT	4,886 000	138,447 89	124,641 86
<b>TOTAL ASSETS</b>		56,103,252 49	62,177,443 24
 <b>NET TOTAL</b>		56,103,252 49	62,177,443 24

Elizabeth Morse Genius Charitable Trust

36-7010559

FYE: November 30, 2013

Part IX-A:

1. The Diversity Working Group ("DWG")/The Chicago High School for the Arts: Beginning in 2004, the Co-trustees periodically convened a group of representatives from Chicago's foundation community, educational institutions, and performing arts organizations offering outreach to the area's underserved communities; the long range purpose of the DWG was to develop mechanisms to promote greater diversity at Chicago's performing arts organizations; in 2006 the DWG evolved into a larger project to create Chicago's first public high school for the arts, now known as The Chicago High School for the Arts ("ChiArts"), which is an Illinois not for profit corporation; in 2007 the Chicago Public School Board awarded a contract to ChiArts to operate a public high school for the arts, and in 2008 ChiArts received a determination from the Internal Revenue service that it is a public charity exempt from federal income tax. Enrolling approximately 150 students per year, ChiArts is now at full enrollment with 600 students. ChiArts has also graduated its first class of seniors, over 90% of whom gained admission to a college, university, or arts conservatory. ChiArts students come from every Ward in the city and reflect the racial and ethnic diversity of Chicago. The individual Co-trustee has committed time, energy, and talent to the project from its initiation to the present day, currently serving as a member of the corporation's Board of Directors and various board committees, including development. Not only has the individual Co-trustee played a key role in raising seed money for the project's initial operations but has also assisted in strategic fundraising for ChiArts, including developing a plan to raise over \$17 million to help cover the cost of the arts-based portion of the curriculum for the school's first five classes, and in addressing a variety of legal and board development issues.
2. Science Education. The Trust has provided over its lifetime many grants to further science education. In 2006 it began conversations with Window to the World Communication, Inc. (WTTW) about how to educate the public, especially children, about science in general and science specifically occurring within the Chicago community. The conversations culminated in a grant in 2010 to provide funding for an inaugural monthly segment on WTTW's news program, Chicago Tonight, called Scientific Chicago. A portion of the grant funds an evaluation on whether the program is, in fact, increasing scientific knowledge and education within the Chicago community. The Co-trustees met with WTTW and the outside evaluator to learn how the segments are received by focus groups. The evaluation indicates people are fearful of science, but when shown in an accessible manner, are able to gain knowledge.

Elizabeth Morse Genius Charitable Trust

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Part IX-A, cont.

3. Music and Dance Theater Chicago, Inc.: Beginning on 1 July 2013, the individual Co-trustee began service as Chair of the Board of Trustees for the Joan B. and Irving J. Harris Theater for Music and Dance at Millennium Park, also known as Music and Dance Theater Chicago, Inc. ("The Harris Theater"), a 501(c)(3) public charity. The tripartite mission of The Harris Theater is to: provide a centrally-located, competitively-priced venue for Chicago's mid-sized and emerging non-profit performing arts companies; present world-class artists and performing arts companies; and provide community engagement programs that leverage the first two tenets of the mission, focusing on families and children, particularly from under-resourced and diverse communities. As Chair, the individual Co-trustee collaborates with management and leads the Board of Trustees in carrying out the foregoing mission. In particular, the Chair has supported the Co-chairs of a \$38 million comprehensive fundraising campaign in conjunction with The Harris Theater's tenth anniversary season.
4. Chicago History Museum: On 1 January 2013 the individual Co-trustee was elected First Vice Chair of the Board of Trustees of the Chicago History Museum ("CHM"), also known as the Chicago Historical Society, the city's oldest non-profit cultural institution. Beginning in 2015, the individual Co-trustee shall begin a two year term as Chair of the Board of Trustees. In his current role as First Vice Chair, the individual Co-trustee supports the Chair in collaborating with management and leading the Board of Trustees in carrying out CHM's mission. Because CHM is currently contemplating a comprehensive fundraising campaign in 2015 through 2016, the individual Co-trustee is working with the Chair, the President of CHM, and fundraising counsel in laying the foundation for that campaign.

# The Elizabeth Morse Genius Charitable Trust

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## Mission and Funding Focus

The mission of The Elizabeth Morse Genius Charitable Trust is to support qualifying charitable organizations that:

- Encourage the principles of individual self-reliance, self sacrifice, thrift, industry, and humility;
- Relieve human suffering through scientific research and education regarding disease, assist youth with troubled childhoods and emotional disorders, care for the elderly, and help humankind during time of natural and human-made disasters;
- Foster individual self-worth and dignity, with a broad emphasis on the classical fine arts;
- Develop physical health and spiritual well-being through vigorous athletic-activity; and
- Promote world peace and understanding through the improvement of national and international means of travel by air, rail, and sea.



Elizabeth Morse Genius



# The Elizabeth Morse Genius Charitable Trust

## Grant Application Process

Effective April 30, 2012

### Mission Statement

- 1 The encouragement of the principles of individual self-reliance, self-sacrifice, thrift, industry, and humility.
- 2 The relief of human suffering: through scientific research and education regarding disease; assistance to youths with troubled childhoods and emotional disorders; the care of the elderly; and the succor of humankind during time of natural and human-made disasters.
- 3 The fostering of individual self worth and dignity, with a broad emphasis on the classical fine arts.
- 4 The development of physical health and spiritual well being through vigorous athletic activity.
- 5 The promotion of world peace and understanding through the improvement of national and international means of travel by air, rail, and sea.

### Letter of Inquiry Requirements

The Trust has a two-step process for applying for a grant.

A) First, The Trust requires a Letter of Inquiry that must:

- a) Be submitted in duplicate;
- b) Be no more than three pages; letters that exceed three pages will not be considered. Please note that if the Applicant elects to send a cover letter with the Letter of Inquiry, the number of pages in the cover letter will be counted in determining whether the Applicant has exceeded the foregoing maximum page requirement. ***Do not include any attachments when submitting the Letter of Inquiry;***
- c) Be written in font size no smaller than Times New Roman 12-point with standard, one-inch margins and double-spaced; and
- d) Cover each of the following categories:
  - i. A brief description of the Applicant, its mission, and history;
  - ii. A description of the project or purpose of the request;
  - iii. The grant amount requested; and
  - iv. How the grant, if made, will carry out the Mission of The Trust, as set forth on page 1, above.

The purpose of the Letter of Inquiry is to provide a brief and broad overview of the Applicant and the project or purpose of the request. If invited to submit a Full Proposal, the Applicant will have an opportunity to provide additional detail.

Applicants who have previously received a Grant from The Trust must, prior to submitting a Letter of Inquiry, timely submit a Report to The Trust on the prior Grant in accordance with its Grant Letter.

The Trust reviews Letters of Inquiry on an on-going basis. Review of a Letter of Inquiry under normal circumstances will occur sometime between one and four months after receipt.

Applicants who are *not* invited to submit a Full Proposal must wait at least 12 months before submitting another Letter of Inquiry.

- B) Second, based upon review of the Letter of Inquiry, The Trust will advise the Applicant whether to submit a Full Proposal.
- a) In the event that The Trust invites a Full Proposal, The Trust will advise the Applicant of additional application requirements, as set forth in "Specific Guidelines and Procedures for Submitting a Full Proposal to the Elizabeth Morse Genius Charitable Trust", a copy of which will be included in the Request for Proposal; and
  - b) Please note that The Trust performs an initial review of a Full Proposal within two-three months of receipt. The initial review may raise additional questions for which The Trustees would require additional information or request a site visit. The full review process may take from up to six months to a year from date of receipt of the Full Proposal.
  - c) The Elizabeth Morse Genius Charitable Trust, as a rule, generally does not invite Full Proposals from Applicants who have previously applied for a Grant from its sister Trust, The Elizabeth Morse Charitable Trust.

### **Full Proposal Requirements**

- A) The Elizabeth Morse Genius Charitable Trust accepts Full Proposals for a Grant only after The Trustees have invited a Full Proposal from the Applicant by issuing a written Request for Proposal. The Trustees invite Full Proposals only after review and approval of a Letter of Inquiry previously submitted by the Applicant.
- B) In the event that The Trust invites a Full Proposal, The Trust will advise the Applicant of additional application requirements, as set forth in "Specific Guidelines and Procedures for Submitting a Full Proposal to the Elizabeth Morse Genius Charitable Trust", a copy of which will be included in the Request for Proposal.

**Please do not put The Trust or the Trustees on any mailing or email lists to receive any items or requests to purchase tickets or tables at fundraising events.**

**The Trust generally does not fund**

- ◆ Individuals; ◆ Organizations outside the metropolitan Chicago city area; ◆ Capital Campaigns; or ◆ Endowment Campaigns.

**Meetings between The Trust and Applicant**

- ◆ Occur after a proposal has been submitted; and ◆ At the request of The Trust.

**The Trust will notify each Applicant:**

- ◆ If additional information is needed; and ◆ The decision regarding the Letter of Inquiry.

**Direct Letters of Inquiry in duplicate to:**

Elizabeth Morse Genius Charitable Trust  
C/o Kristin Carlson Vogen  
Bank of America  
IL1-231-13-32  
231 South LaSalle Street  
Chicago, IL 60697

Should you have any questions, please check this website for Frequently Asked Questions (FAQs) or contact Kristin Carlson Vogen at 312/828.1029.

Please Note: This form is to be completed and submitted ONLY  
in the event that you are invited by the Trust to submit a full proposal.

**Elizabeth Morse Genius Charitable Trust**  
**Proposal Checklist**

Date Submitted: \_\_\_\_\_

Organization Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of Contact: \_\_\_\_\_

Email Address: \_\_\_\_\_

Phone #: \_\_\_\_\_

Amount of Grant: \_\_\_\_\_

Purpose of Grant: \_\_\_\_\_

**Please add this sheet to your application and place a check mark in each box to indicate the information has been included. Any missing information requires explanation.**

**The following must be submitted in duplicate:**

- ☐ The proposal narrative
- ☐ A current list of the Board of Directors (including professional affiliation)
- ☐ A list of the ten largest grantors for the past year including the dollar amount of each grant
- ☐ A copy of your IRS Determination Letter
- ☐ A complete copy of your most recent 990
- ☐ Most recent audited financial statement
- ☐ An agency budget (income and expenses / projected and actual) for the time period for which you seek funding
- ☐ For program support grants, a current budget for the program (income and expenses / projected and actual)

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PART XV- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
NATIONAL MUSEUM OF MEXICAN ART	1852 WEST 19TH STREET	CHICAGO, IL 60608	N/A	PUBLIC	TO SUPPORT THE YOLLOCALLI ARTS	10,000.00
CHICAGO CHILDREN'S ADVOCACY CTR	1240 SOUTH DAMEN AVENUE	CHICAGO, IL 60608	N/A	PUBLIC	TO SUPPORT THE ADVOCACY PROGRAM	50,000.00
READING IN MOTION	65 EAST WACKER PLACE	CHICAGO, IL 60601	N/A	PUBLIC	SECOND INSTALLMENT OF 4 YEAR GRANT FOR BENCHMARKS AND AREA ONE EXPANSION	262,500.00
WINDOW TO THE WORLD COMMUNICATION	5400 NORTH ST. LOUIS AVENUE	CHICAGO, IL 60625	N/A	PUBLIC	SECOND INSTALLMENT OF A THREE YEAR GRANT TO SUPPORT EDUCATION, SCIENCE INITIATIVE	122,000.00
DEVIN SHAFRON MEMORIAL BOOK FUND	707 LAKE COOK ROAD	DEERFIELD, IL 60015	N/A	PUBLIC	THIRD INSTALLMENT OF A FOUR YEAR GRANT TO PURCHASE BOOKS CHICAGO PUBLIC SCHOOLS	25,000.00
CHICAGO YOUTH SYMPHONY ORCHESTRA	410 SOUTH MICHIGAN AVENUE	CHICAGO, IL 60605	N/A	PUBLIC	SECOND AND FINAL INSTALLMENT TWO YEAR GRANT TO SUPPORT GENERAL OPERATIONS	50,000.00
DONORS FORUM	208 SOUTH LASALLE ST. STE 1540	CHICAGO, IL 60604	N/A	PUBLIC	MEMBERSHIP RENEWAL AND GRANT	5,204.51
SECOND SENSE	65 EAST WACKER PLACE	CHICAGO, IL 60601	N/A	PUBLIC	SUPPORT OF THE ORIENTATION AND MOBILITY TRAINING	15,000.00

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PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
LYRIC OPERA OF CHICAGO	20 NORTH WACKER DRIVE	CHICAGO, IL. 60606-2806	N/A	PUBLIC	FIRST INSTALLMENT OF TWO YEAR GRANT FOR THE PARSIFAL 2013-2014 SEASON	250,000.00
CHICAGO CHAPTER FOUNDATION	35 EAST WACKER DRIVE	CHICAGO, IL. 60601	N/A	PUBLIC	TO SUPPORT THE HONORARY GRANT VIEW CHICAGO BURNHAM MEMORIAL PROJECT	25,000.00
DEPAUL UNIVERSITY	1 EAST JACKSON BOULEVARD	CHICAGO, IL. 60604	N/A	PUBLIC	FIRST INSTALLMENT OF A FOUR YEAR GRANT TO SUPPORT COMMUNITY MUSIC DIVISION	50,000.00
THE CARA PROGRAM	237 SOUTH DESPLAINES	CHICAGO, IL. 60661	N/A	PUBLIC	IN SUPPORT OF GENERAL OPERATIONS	50,000.00
CENTER FOR INDEPENDENT FUTURES	743 MAIN STREET	EVANSTON, IL. 60202	N/A	PUBLIC	FIRST INSTALLMENT OF A TWO YEAR GRANT TO SUPPORT INDEPENDENT LIVING SKILLS TOOL	30,000.00
CHICAGO CHILDREN'S MUSEUM	700 EAST GRAND AVENUE SUITE 127	CHICAGO, IL. 60611	N/A	PUBLIC	TO SUPPORT PLAY FOR ALL	20,000.00
MUSIC AND DANCE THEATER CHICAGO	205 EAST RANDOLPH DRIVE	CHICAGO, IL. 60601	N/A	PUBLIC	HONORARY GRANT TO SUPPORT HARRIS PRESENTS THE HAMBURG BALLET	25,000.00
KV 265 NFP	P.O. BOX 482	WILLOW SPRINGS, IL. 60480	N/A	PUBLIC	HONORARY GRANT TO BE USED AT THE DISCRETION OF THE ORGANIZATION	10,000.00

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PART XV: GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses			Relation	Status	Purpose	Amount
MILLENNIUM PARK	201 EAST RANDOLPH STREET	CHICAGO, IL. 60601	N/A	PUBLIC	FIRST INSTALLMENT OF A FIVE YEAR GRANT TO SUSTAIN & EXPAND FREE PROGRAMS	5,000.00
HAMDARD CENTER HEALTH & HUMAN	228 EAST LAKE SUITE 300	ADDISON, IL 60101	N/A	PUBLIC	FIRST INSTALLMENT OF TWO YEAR GRANT TO SUPPORT EDUCATION & OUTREACH PROGRAM	101,389.00
METROPOLIS STRATEGIES	30 WEST MONROE STREET	CHICAGO, IL 60603	N/A	PUBLIC	THIRD INSTALLMENT OF A FOUR YEAR GRANT TO SUPPORT GENERAL OPERATIONS	250,000.00
CHICAGO CHAPTER FOUNDATION	35 EAST WACKER DRIVE	CHICAGO, IL 60601	N/A	PUBLIC	HONORARY GRANT FOR BURNHAM MEMORIAL PROJECT VIEW CHICAGO	15,000.00
GREATER CHICAGO FOOD DEPOSITORY	4100 WEST ANN LURIE PLACE	CHICAGO, IL. 60632	N/A	PUBLIC	HONORARY GRANT	25,000.00
ACCESS LIVING METRO CHICAGO	115 WEST CHICAGO AVENUE	CHICAGO, IL. 60654	N/A	PUBLIC	TO SUPPORT THE INDEPENDENT LIVING PROGRAM	40,000.00
INTERNATIONAL MUSIC FOUNDATION	30 EAST ADAMS STREET, SUITE 1206	CHICAGO, IL. 60603	N/A	PUBLIC	TO SUPORT THE DO-IT YOURSELF MESSIAH	10,000.00
CHICAGO COUNCIL SCIENCE & TECHNOLOGY	10 WEST 35TH STREET, 10TH FL	CHICAGO, IL. 60616	N/A	PUBLIC	TO SUPPORT THE EXPANSION PROJECT	25,000.00

PART XV. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Names and Addresses		Relation	Status	Purpose	Amount	
ELEVARTE COMMUNITY STUDIO	1119 WEST CULLERTON, 3RD FL	CHICAGO, IL. 60608	N/A	PUBLIC	TO SUPPORT EACH ONE/REACH ONE TEENS ARTS MENTORSHIP PROGRAM	15,000.00
ELCA DISTASTER RELIEF	8765 WEST HIGGINS ROAD	CHICAGO, IL. 60631	N/A	PUBLIC	HONORARY GRANT WHERE MOST NEEDED BY THE ORGANIZATION	50,000.00
JOHN G SHEDD AQUARIUM	1200 SOUTH LAKE SHORE DRIVE	CHICAGO IL. 60605	N/A	PUBLIC	TO SUPPORT THE TEEN LEARNING LAB	150,000.00
METROPOLIS STRATEGIES	30 WEST MONROE STREET, STE 1300	CHICAGO, IL. 60603	N/A	PUBLIC	FINAL TWO GRANT INSTALLMENTS FOR GENERAL OPERATIONS	500,000.00
CARA PROGRAM	237 SOUTH DESPLAINES	CHICAGO, IL. 60661	N/A	PUBLIC	HONORARY GRANT FOR THE MAJOR GIFT CAMPAIGN	75,000 00
						2,261,094.00