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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ELIZABETH MORSE GENIUS FOUNDATION		A Employer identification number 13-6115217
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 40	Room/suite	B Telephone number 407-644-0555
City or town, state or province, country, and ZIP or foreign postal code WINTER PARK, FL 32790		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 136,354,392.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		34.	34.		STATEMENT 1
4 Dividends and interest from securities		1,456,584.	1,456,584.		STATEMENT 2
5a Gross rents		2,618,960.	2,618,960.		STATEMENT 3
b Net rental income or (loss) 1,482,215.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		4,004,327.			
b Gross sales price for all assets on line 6a 47,153,422.					
7 Capital gain net income (from Part IV, line 2)			4,004,327.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		214,102.	197,444.		STATEMENT 5
12 Total. Add lines 1 through 11		8,294,007.	8,277,349.		
13 Compensation of officers, directors, trustees, etc.		234,046.	58,511.		175,802.
14 Other employee salaries and wages		618,946.	189,166.		426,472.
15 Pension plans, employee benefits		266,734.	90,299.		176,435.
16a Legal fees STMT 6		86,058.	38,241.		47,817.
b Accounting fees STMT 7		36,009.	0.		36,009.
c Other professional fees STMT 8		423,317.	416,389.		6,929.
17 Interest					
18 Taxes STMT 9		411,662.	273,654.		12,951.
19 Depreciation and depletion		483,661.	386,720.		
20 Occupancy					
21 Travel, conferences, and meetings		8,469.	2,117.		6,352.
22 Printing and publications					
23 Other expenses STMT 10		856,643.	569,369.		284,814.
24 Total operating and administrative expenses. Add lines 13 through 23		3,425,545.	2,024,466.		1,173,581.
25 Contributions, gifts, grants paid		3,058,325.			3,058,325.
26 Total expenses and disbursements. Add lines 24 and 25		6,483,870.	2,024,466.		4,231,906.
27 Subtract line 26 from line 12		1,810,137.			
a Excess of revenue over expenses and disbursements			6,252,883.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,389,712.	383,524.	383,524.
	2 Savings and temporary cash investments	428,110.	163,707.	163,707.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	4,045,240.		
	b Investments - corporate stock STMT 11	7,974,574.	9,384,088.	9,384,088.
	c Investments - corporate bonds	3,375,074.		
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 22,193,672.			
	Less accumulated depreciation ▶ 3,471,271.	19,059,607.	18,722,401.	30,096,385.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	61,232,986.	80,091,705.	80,091,705.
	14 Land, buildings, and equipment, basis ▶ 16,799,274.			
	Less accumulated depreciation ▶ 953,530.	15,849,085.	15,845,744.	15,845,744.
	15 Other assets (describe ▶ STATEMENT 13)	341,625.	389,239.	389,239.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	114,696,013.	124,980,408.	136,354,392.
	17 Accounts payable and accrued expenses	131,483.	147,629.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	60,990.	437,986.	
	23 Total liabilities (add lines 17 through 22)	192,473.	585,615.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	100,368,744.	110,259,997.	
	25 Temporarily restricted			
	26 Permanently restricted	14,134,796.	14,134,796.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	114,503,540.	124,394,793.	
Net Assets or Fund Balances	30 Total net assets or fund balances			
	31 Total liabilities and net assets/fund balances	114,696,013.	124,980,408.	

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	114,503,540.
2 Enter amount from Part I, line 27a	2	1,810,137.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	8,238,216.
4 Add lines 1, 2, and 3	4	124,551,893.
5 Decreases not included in line 2 (itemize) ▶ DEFERRED EXCISE TAX BENEFIT	5	157,100.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	124,394,793.

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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)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 34,696,464.		31,836,217.	4,004,327.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			4,004,327.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,004,327.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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))
2012	6,149,193.	108,345,506.	.056755
2011	6,247,333.	112,489,332.	.055537
2010	5,433,918.	110,034,222.	.049384
2009	5,741,579.	107,387,031.	.053466
2008	6,660,417.	126,072,665.	.052830

2 Total of line 1, column (d)	2	.267972
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.053594
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	113,351,431.
5 Multiply line 4 by line 3	5	6,074,957.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62,529.
7 Add lines 5 and 6	7	6,137,486.
8 Enter qualifying distributions from Part XII, line 4	8	4,332,995.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	125,058.
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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	125,058.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	125,058.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	140,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	140,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,942.
11	Enter the amount of line 10 to be credited to 2014 estimated tax <input type="checkbox"/> 14,942. Refunded <input type="checkbox"/>	11	0.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, FL		
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 2013 or the taxable year beginning in 2013 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.GENIUSFOUNDATION.ORG	13	X	
14	The books are in care of RICHARD M. STRAUSS Telephone no 407-644-0555 Located at 329 PARK AVE N, SUITE 329, WINTER PARK, FL ZIP+4 32789			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	X Yes	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X Yes	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X Yes	No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes	X No
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
SEE STATEMENT 16
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No
N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		234,046.	43,081.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN M. STAVROS	CONTROLLER			
P.O. BOX 40, WINTER PARK, FL 32790	40.00	100,218.	16,051.	0.
ROBERT T. JONES	BLDG MANAGER			
P.O. BOX 40, WINTER PARK, FL 32790	40.00	87,805.	21,797.	0.
COLLEEN D. O'BRIEN	ACCOUNTANT			
P.O. BOX 40, WINTER PARK, FL 32790	40.00	84,770.	14,791.	0.
BONNIE C. HUBBARD	GRANTS MANAGER			
P.O. BOX 40, WINTER PARK, FL 32790	40.00	73,046.	14,051.	0.
RONALD CASTIELLO	MAINTENANCE TECHNICIAN			
P.O. BOX 40, WINTER PARK, FL 32790	40.00	54,444.	22,657.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WINDERWEEDLE, HAINES, WARD, & WOODMAN PA 329 PARK AVE NORTH, WINTER PARK, FL 32789	LEGAL	83,635.
WELLINGTON TC 280 CONGRESS STREET, BOSTON, MA 02110	INVESTMENT MANAGER	73,998.
DSM CAPITAL PARTNERS LLC 320 MAIN STREET, MOUNT KISCO, NY 10549	INVESTMENT MANAGER	71,312.
IMAGE CONSTRUCTION 10102 SOUTHWOOD CT, NEW PORT RICHEY, FL 34654	CONTRACTOR	62,330.
PRIME BUCHOLZ & ASSOC 273 CORPORATE DR #250, PORTSMOUTH, NH 03801	INVESTMENT CONSULTANT	50,381.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ROLLINS COLLEGE ENVIRONMENTAL STUDIES: USE OF LAND AND BUILDINGS TO PRESERVE UNDEVELOPED LAND FOR LOCAL WILDLIFE AND PLANTS.	97,582.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	84,083,614.
b	Average of monthly cash balances	1b	897,596.
c	Fair market value of all other assets	1c	30,096,385.
d	Total (add lines 1a, b, and c)	1d	115,077,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	115,077,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,726,164.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	113,351,431.
6	Minimum investment return. Enter 5% of line 5	6	5,667,572.

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

1	Minimum investment return from Part X, line 6	1	5,667,572.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	125,058.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	125,058.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,542,514.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,542,514.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,542,514.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,231,906.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	101,089.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,332,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,332,995.

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

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,542,514.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,129,586.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,332,995.				
a Applied to 2012, but not more than line 2a			3,129,586.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,203,409.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,339,105.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

foundation, and the ruling is effective for 2013, 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)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the

alternative test relied upon

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☒ 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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHMENT B	N/A		SEE ATTACHMENT B	3,058,325.
Total			▶ 3a	3,058,325.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule































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

**Sign
Here**

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

Signature of officer or trustee

11-17-14
Date

































Title ORCA VP - TREASURER

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Print/Type preparer's name CHRISTOPHER PETERMANN
--

Preparer's signature 

Date 11/4/14

Check ☐ if
self-employed

PTIN	P00097440
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**Paid
Preparer
Use Only**

Firm's name ► O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ► 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no (212) 286-2600

Form **990-PF** (2013)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	34.	34.	
TOTAL TO PART I, LINE 3	34.	34.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	1,459,733.	197,669.	1,262,064.	1,262,064.	
INTEREST INCOME	194,520.	0.	194,520.	194,520.	
TO PART I, LINE 4	1,654,253.	197,669.	1,456,584.	1,456,584.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
REAL ESTATE RENT	1	2,618,960.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,618,960.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSES		1,136,745.	
- SUBTOTAL -	1		1,136,745.
TOTAL RENTAL EXPENSES			1,136,745.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			1,482,215.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	62,224.	62,224.	
MISCELLANEOUS INCOME	7,786.	7,786.	
REIMBURSED COSTS: 329 GARAGE	49,434.	49,434.	
ACCOUNTING INCOME	78,000.	78,000.	
LOSS ON DISPOSAL OF FIXED ASSETS	-142.	0.	
REIMBURSED SALARY	16,800.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	214,102.	197,444.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.	83,635.	37,635.		46,000.
FORD & HARRISON LLP	1,500.	375.		1,125.
WILLIAM PARKER	923.	231.		692.
TO FM 990-PF, PG 1, LN 16A	86,058.	38,241.		47,817.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	36,009.	0.		36,009.
TO FORM 990-PF, PG 1, LN 16B	36,009.	0.		36,009.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	9,238.	2,310.		6,929.
U.S. TRUST	28,031.	28,031.		0.
DSM CAPITAL PARTNERS LLC	71,312.	71,312.		0.
WELLINGTON TRUST	73,999.	73,999.		0.
MERCER INVESTMENT CONSULTING	43,000.	43,000.		0.
OTHER LIMITED PARTNERSHIP EXPENSE	144,355.	144,355.		0.
PRIMEBUCHOLZ	50,383.	50,383.		0.
COLCHESTER GLOBAL BOND FUND	2,999.	2,999.		0.
TO FORM 990-PF, PG 1, LN 16C	423,317.	416,389.		6,929.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	125,058.	0.		0.
REAL ESTATE TAXES	270,994.	258,044.		12,951.
FOREIGN TAX	15,610.	15,610.		0.
TO FORM 990-PF, PG 1, LN 18	411,662.	273,654.		12,951.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	131,305.	91,987.		39,318.
REPAIRS AND MAINTENANCE	354,743.	202,762.		152,880.
OFFICE EXPENSES	42,826.	11,721.		27,746.
GOVERNANCE	10,416.	0.		10,416.
MISCELLANEOUS	9,681.	5,225.		4,456.
SECURITY EXPENSES	18,691.	11,439.		7,252.
TELEPHONE EXPENSES	17,923.	6,645.		11,278.
DUES & SUBSCRIPTIONS	1,633.	408.		1,225.

UTILITIES	218,046.	187,803.	30,243.
LEASE AMORTIZATION	51,379.	51,379.	0.
TO FORM 990-PF, PG 1, LN 23	856,643.	569,369.	284,814.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A	9,384,088.	9,384,088.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,384,088.	9,384,088.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	54,498,448.	54,498,448.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	25,593,257.	25,593,257.
TOTAL TO FORM 990-PF, PART II, LINE 13		80,091,705.	80,091,705.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RENT & MAINTENANCE COSTS RECEIVABLE	58,580.	37,737.	37,737.
ACCRUED INTEREST & DIVIDENDS	106,119.	13,827.	13,827.
DEFERRED LEASE COSTS, NET	123,004.	91,336.	91,336.
DEPOSITS AND OTHER ASSETS	4,416.	11,144.	11,144.
PREPAID FEDERAL EXCISE TAX	49,506.	14,942.	14,942.
DUE FROM INVESTMENT	0.	220,253.	220,253.
TO FORM 990-PF, PART II, LINE 15	341,625.	389,239.	389,239.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RENTAL SECURITY DEPOSITS	60,990.	55,886.
DEFERRED FEDERAL EXCISE TAX LIABILITY	0.	157,100.
PURCHASE OPTION	0.	225,000.
 TOTAL TO FORM 990-PF, PART II, LINE 22	 60,990.	 437,986.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD L. BAKER PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
MARY W. CHRISTIAN PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
HERBERT W. HOLM PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
RICHARD M. STRAUSS PO BOX 40 WINTER PARK, FL 32790	EXECUTIVE VICE PRESIDENT & 35.00	234,046.	43,081.	0.
R. MICHAEL STRICKLAND PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.
HAROLD A. WARD, III PO BOX 40 WINTER PARK, FL 32790	PRESIDENT & CHAIRMAN 0.50	0.	0.	0.
DOUGLAS A. WOODMAN PO BOX 40 WINTER PARK, FL 32790	TRUSTEE 0.50	0.	0.	0.

ELIZABETH MORSE GENIUS FOUNDATION

13-6115217

VICTOR E. WOODMAN
PO BOX 40
WINTER PARK, FL 32790

VP & SECRETARY
0.50

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

234,046.

43,081.

0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

SEE STATEMENT #18

GRANTEE'S ADDRESSGRANT AMOUNTDATE OF GRANTAMOUNT EXPENDEDPURPOSE OF GRANT

FORM 990-PF

OTHER REVENUE

STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
MISCELLANEOUS INCOME			01	7,786.	
REIMBURSED COSTS: 329					
GARAGE			03	49,434.	
ACCOUNTING INCOME			02	78,000.	
GRANTS RESCINDED			01		
LOSS ON DISPOSAL OF FIXED					
ASSETS			18	-142.	
REIMBURSED SALARY			01	16,800.	
TOTAL TO FORM 990-PF, PG 12, LN 11				151,878.	

ELIZABETH MORSE GENIUS FOUNDATION
EIN#: 13-6115217

FORM 990-PF
DECEMBER 31, 2013 TAX YEAR

STATEMENT #18

PART VII-B - SUPPLEMENTARY INFORMATION
Line 5C – Grants & Contributions

1. Grantee's name & address:
Charles Hosmer Morse Foundation, Inc.
445 Park Avenue North
Winter Park, FL 32789
2. Date and amount of the grant:
Grants totaling \$2,500,000 were paid to the Charles Hosmer Morse Foundation, Inc. during the current tax year for operations and capital expenditures.
3. Purpose of the grant:
The purpose of the grant is to provide for the general support of the Charles Hosmer Morse Foundation, Inc to enable it to carry out its charitable purposes.
4. As of December 31, 2013, the entire grant had been expended by the Charles Hosmer Morse Foundation, Inc.
5. To the knowledge of the taxpayer, no portion of the funds contributed by Charles Hosmer Morse Foundation, Inc. has been diverted from the purposes of the grant.
6. Charles Hosmer Morse Foundation, Inc. provided the Elizabeth Morse Genius Foundation with an Annual Report in May 2013.

The purpose of this statement is to satisfy the report-making requirements of Section 4945(h)(3) of the Internal Revenue Code of 1986, as amended, regarding taxpayer expenditure responsibility.

ELIZABETH MORSE GENIUS
FOUNDATION

Account number.
982-32251
Page 4 of 28



ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

* The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) consolidated

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALEXION PHARMACEUTICALS INC	ALXN	2,650,000	\$132.884	\$352,142.60	\$251,090.52	\$101,052.08	
BIOGEN IDEC INC	BIIB	1,125,000	\$279.572	\$314,518.50	\$292,908.18	\$21,610.32	
BLACKROCK INC	BLK	1,120,000	\$316.470	\$354,446.40	\$301,834.36	\$52,612.04	\$7,526.40
CELGENE CORP	CELG	4,075,000	\$168.968	\$688,544.60	\$270,562.07	\$417,982.53	
COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	CTSH	3,050,000	\$100.980	\$307,989.00	\$255,618.33	\$52,370.67	
DISCOVERY COMMUNICATIONS INC COM SER A	DISCA	3,750,000	\$90.420	\$339,075.00	\$180,358.68	\$158,716.32	
DOLLAR GENERAL CORPORATION	DG	6,000,000	\$60.320	\$361,920.00	\$237,145.09	\$124,774.91	
EBAY INC	EBAY	6,425,000	\$54.865	\$352,507.63	\$290,358.40	\$62,149.23	
ECOLAB INC	ECL	1,900,000	\$104.270	\$198,113.00	\$125,756.68	\$72,356.32	\$2,090.00
ESTEE LAUDER COMPANIES INC CL A	EL	3,650,000	\$75.320	\$274,918.00	\$223,916.67	\$51,001.33	\$2,920.00
GOOGLE INC CL A	GOOG	364,000	\$1,120.710	\$407,938.44	\$205,643.59	\$202,294.85	
INTUITIVE SURGICAL INC COM	ISRG	631,000	\$384.080	\$242,354.48	\$254,107.93	-\$11,753.45	
LAS VEGAS SANDS CORP	LVS	4,125,000	\$78.870	\$325,338.75	\$183,370.53	\$141,968.22	\$5,775.00
MASTERCARD INCORPORATED	MA	375,000	\$835.460	\$313,297.50	\$243,863.94	\$69,433.56	\$1,650.00
MONSANTO CO	MON	3,625,000	\$116.550	\$422,493.75	\$290,073.62	\$132,420.13	\$6,235.00



RBC Advisor Services



ACCOUNT STATEMENT

DECEMBER 1, 2013 - DECEMBER 31, 2013

Account number:
982-32251
Page 5 of 28

A division of RBC Capital Markets, LLC. Member NYSE/FINRA/SIPC.

US EQUITIES (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MONSTER BEVERAGE CORP	MNST	3,725,000	\$67.770	\$252,443.25	\$226,254.85	\$26,188.40	
PRAXAIR INC	PX	1,275,000	\$130.030	\$165,788.25	\$145,927.31	\$19,860.94	\$3,060.00
PRECISION CASTPARTS CORP	PCP	865,000	\$269.300	\$232,944.50	\$178,037.10	\$54,907.40	\$103.80
PRICELINE COM INC COM NEW	PCLN	314,000	\$1,162.400	\$364,993.60	\$332,959.63	\$32,033.97	
REGENERON PHARMACEUTICALS INC	REGN	750,000	\$275.240	\$206,430.00	\$207,002.49	-\$572.49	
TIME WARNER INC	TWX	5,225,000	\$69.720	\$364,287.00	\$300,541.81	\$63,745.19	\$6,008.75
TJX COMPANIES INC NEW	TJX	3,025,000	\$63.730	\$192,783.25	\$128,899.04	\$63,884.21	\$1,754.50
VISA INC	V	1,600,000	\$222.680	\$356,288.00	\$142,381.40	\$213,906.60	\$2,560.00
CL A COMMON STOCK							
WYNN RESORTS LTD	WYNN	1,800,000	\$194.210	\$349,578.00	\$254,831.31	\$94,746.69	\$7,200.00
YUM BRANDS INC	YUM	4,150,000	\$75.610	\$313,781.50	\$280,111.47	\$33,670.03	\$6,142.00
TOTAL US EQUITIES				\$8,054,915.00	\$5,803,555.00	\$2,251,360.00	\$53,025.45

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
EUROPEAN AERONAUTIC DEFENCE AND SPACE COMPANY UNSPONSORED ADR	EADSY	20,600,000	\$19.226	\$396,055.60	\$310,268.82	\$85,786.78	\$3,172.40
INVESCO LTD	IVZ	6,750,000	\$36.400	\$245,700.00	\$233,228.20	\$12,471.80	\$6,075.00
SWATCH GROUP AG (THE) UNSPONSORED ADR	SWGAY	5,825,000	\$33.142	\$193,052.15	\$190,018.54	\$3,033.61	\$1,211.60
TENCENT HOLDINGS LIMITED UNSPONSORED ADR REPRESENTING B SHARES	TCEHY	7,750,000	\$63.789	\$494,364.75	\$207,120.46	\$287,244.29	\$906.75
TOTAL INTERNATIONAL EQUITIES				\$1,329,172.50	\$940,636.02	\$388,536.48	\$11,365.75

Total Equities per above \$9,384,088.50

Elizabeth Morse Genius Foundation

Grants Paid

December 31, 2013

EIN # 13-6115217

Recipient Name	Street Address	City & State	Grant Amount	501 (c)3	Status	Purpose
Association of Small Foundations	1720 N Street, NY	Washington, DC	\$ 725	X	PC	Membership
Bach Festival Society - Young Artist Competition	1000 Holt Ave, Box 2763	Winter Park FL	10,300	X	PC	Awards and administration support
Boys Town Central Florida	975 Oklahoma Street	Oviedo FL	3,000	X	PC	General Support
Canine Companions for Independence	8150 Clarcona Ocoee Rd	Orlando FL	1,000	X	PC	General Support
Central Florida Zoo & Botanical Gardens	Post Office Box 470309	Lake Monroe FL	500	X	PC	General Support
Charles Hosmer Morse Foundation	445 Park Ave North	Winter Park FL	2,500,000	X	POF	Operating Support
Chordoma Foundation	P O Box 2127	Durham NC	1,000	X	PC	General Support
Christian Service Center of Central Florida Inc	808 W Central Blvd	Orlando FL	17,000	X	PC	General Support
Coalition for the Homeless of Central Florida	639 W Central Blvd	Orlando FL	31,000	X	PC	General Support
Colorado Springs Down Syndrome Association	PO Box 2364	Colorado Springs CO	1,000	X	PC	General Support
Dana Hall School	45 Dana Rd	Wellisley MA	10,000	X	PC	Scholarship Fund
Edgewater High School Foundation	315 E Robinson Street # 600	Orlando FL	2,000	X	PC	EHS Touchdown Club
Engenderhealth	440 Ninth Ave	New York NY	5,000	X	PC	General Support
First Congregational Church of Winter Park	225 Interlachen Ave South	Winter Park FL	8,000	X	PC	General Support
First Tee of Central Florida	9685 Lake Nona Village Place	Orlando FL	1,000	X	PC	Core Values Cup
First United Methodist Church of Winter Park	125 N Interlachen Ave	Winter Park, FL	1,000	X	PC	Bicycle Blessing support
Florida Artist Group, Inc	PO Box 10561	Tampa FL	1,500	X	PC	Award for artist
Florida Southern College Annual Fund	111 Lake Hollingsworth Dr	Lakeland FL	1,000	X	PC	General Support
Foundation Financial Officers Group	216 W Jackson Blvd # 625	Chicago, IL	1,200	X	PC	Dues
Foundation for Seminole County Public Schools	400 E Lake Mary Boulevard	Sanford FL	1,000	X	PC	Hagerty High School Programs
Friends of Mounts Botanical Garden	531 N Military Trail	West Palm Beach FL	1,000	X	PC	General Support
Gathering USA, Inc	1220 E Concord St	Orlando FL	1,500	X	PC	General Support
Gudestar	1730 Pennsylvania NW, Ste 250	Washington, DC	1,750	X	PC	Membership
Heart of Florida United Way	1940 Taylor Blvd	Orlando FL	100,000	X	PC	General Support
Heart of the City Foundation	106 E Church Street	Orlando FL	2,000	X	PC	General Support
Marine Discovery Center, Inc	520 Barracuda Boulevard	New Smyrna Beach FL	1,000	X	PC	General Support
McLean Symphony	1350 Beverly Road, Suite 115	McLean VA	2,000	X	PC	General Support
National Association of Women Artists	80 Fifth Avenue Ste 1405	New York NY	1,500	X	PC	Award for artist
Nettle Creek Church of the Brethren	5342 N Brick Road	Hagerstown IN	5,000	X	PC	General Support
New Hampshire Art Association	136 State Street	Portsmouth NH	1,000	X	PC	General Support
Orlando After-School All-Stars	400 South Orange Avenue	Orlando	500	X	PC	Summer of Dreams Program
Orlando Union Rescue Mission	1521 W Washington St	Orlando FL	15,000	X	PC	General Support
Pen and Brush, Inc	16 E Tenth Street	New York, NY	1,500	X	PC	Award for artist
Pet Rescue by Judy NOHO	2620 Iroquois Ave	Sanford FL	1,000	X	PC	New facility renovation
Planned Parenthood of Greater Orlando	726 S Tampa Avenue	Orlando FL	1,000	X	PC	General Support
Rehabilitation Center for Children and Adults	300 Royal Palm Way	Palm Beach FL	3,000	X	PC	General Support
Rollins College	1000 Holt Avenue	Winter Park FL	1,000	X	PC	Annual Fund
Rollins College - Environmental Studies Scholarships	1000 Holt Avenue	Winter Park FL	3,000	X	PC	Scholarships
Rollins College - McKean Award	1000 Holt Avenue	Winter Park FL	15,000	X	PC	Teaching Award
Rollins College Strickland Tennis Scholarship	1000 Holt Avenue	Winter Park FL	6,000	X	PC	Scholarship Fund
Rollins College Philanthropy Center - Donors Forum	1000 Holt Avenue - 2755	Winter Park, FL	750	X	PC	Membership
Russell Home for Atypical Children	510 Holden Avenue	Orlando FL	1,500	X	PC	Building Grant and general support
Salvation Army	416 W Colonial Drive	Orlando FL	15,000	X	PC	General Support
Second Harvest Food Bank	2008 Brengle Avenue	Orlando FL	37,500	X	PC	General Support
Sigma Chi Foundation	1714 Hinman Avenue	Evanston IL	2,000	X	PC	Bell Chapter Fund
Southeastern Healthcare Foundation	P O Box 100386	Gainesville FL	1,000	X	PC	General Support
St. Francis of Assisi	834 S Orange Blossom Trail	Apopka FL	100	X	PC	Chapel / Memorial Gift
St. John's Evangelical Lutheran Church	1600 South Orlando Avenue	Winter Park FL	5,000	X	PC	Youth Group Activities
United Arts of Central Florida, Inc	2450 Maitland Cntr Pkwy Ste 201	Maitland FL	200,000	X	PC	General Support
University of Alabama, Sigma Chi Fraternity	Post Office Box 870122	Tuscaloosa AL	4,000	X	PC	Fund #16024/Building Fund
University of Central Florida - WUCF-TV	12424 Research Parkway Suite 250	Orlando FL	10,000	X	PC	General Support
Westminster Retirement Communities Foundation	80 West Lucerne Circle	Orlando FL	2,000	X	PC	Towers Caring for Generations Campaign
Wildlife Rehabilitation Center of Central Florida	21117 Reindeer Road	Christmas FL	2,000	X	PC	General Support
Winter Park Day Nursery	741 S Pennsylvania Ave	Winter Park FL	6,500	X	PC	General Support
Winter Park High School Foundation	PO Box 1722	Winter Park FL	1,000	X	PC	General Support
Winter Park Pop Warner, Inc	P O Box 55	Winter Park FL	1,000	X	PC	General Support
Winter Park Presbyterian Church	400 S Lakemont Avenue	Winter Park FL	5,000	X	PC	General Support
Winter Park Public Library	460 E New England Ave	Winter Park FL	1,000	X	PC	General Support
Woman's Club of Winter Park	419 S Interlachen Avenue	Winter Park FL	1,000	X	PC	General Support
Young Life	P O Box 2289	Winter Park FL	1,000	X	PC	Heart of Orlando Young Life
Total Grants Paid.			\$ 3,058,325	- Line 25, Column D		

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
b	ABS HEDGE FUND	P	VARIOUS	VARIOUS
c	WELLINGTON CTF SMALL CAP 2000	P	VARIOUS	VARIOUS
d	WELLINGTON CTF COMMODITIES	P	VARIOUS	VARIOUS
e	THE COLCHESTER GLOBAL BOND AI FUND	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 34,498,795.		31,836,217.	2,662,578.
b			405,056.
c			1,032,175.
d			-296,164.
e			3,013.
f 197,669.			197,669.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,662,578.
b			405,056.
c			1,032,175.
d			-296,164.
e			3,013.
f			197,669.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,004,327.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	ELIZABETH MORSE GENIUS FOUNDATION	Employer identification number (EIN) or 13-6115217
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 40	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINTER PARK, FL 32790	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

RICHARD M. STRAUSS - 400 N. NEW YORK AVENUE, STE. 200 -

• The books are in the care of ► WINTER PARK, FL 32789-3159
Telephone No. ► 407-644-0555 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	140,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	140,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ELIZABETH MORSE GENIUS FOUNDATION	13-6115217
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 40	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WINTER PARK, FL 32790	

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

0 4

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

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

RICHARD M. STRAUSS - 400 N. NEW YORK AVENUE, STE. 200 -

• The books are in the care of **WINTER PARK, FL 32789-3159**

Telephone No. **407-644-0555**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	140,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	140,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **B. Macari**

Title **CPTA**

Date **8/6/14**

Form 8868 (Rev. 1-2014)