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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

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

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE MORGAN FOUNDATION INC		A Employer identification number 56-1790979						
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1167	Room/suite	B Telephone number (see instructions) (910) 462-2016						
City or town, state or province, country, and ZIP or foreign postal code LAUREL HILL, NC 28351		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<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"/>			
<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						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,221,411	J Accounting method: <table border="0"> <tr> <td><input type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input checked="" type="checkbox"/> Other (specify) <u>modified cash</u></td> </tr> </table> (Part I, column (d) must be on cash basis.)	<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input checked="" type="checkbox"/> Other (specify) <u>modified cash</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual							
<input checked="" type="checkbox"/> Other (specify) <u>modified cash</u>								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27,563	27,563		
	4 Dividends and interest from securities	54,516	54,516		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	116,630			
	b Gross sales price for all assets on line 6a 1,521,266				
	7 Capital gain net income (from Part IV, line 2)		116,630		
	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)	164	78			
12 Total. Add lines 1 through 11	198,873	198,787			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,370	0		2,370
	c Other professional fees (attach schedule)	17,305	17,305		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,521	996		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,799	678		3,121
	24 Total operating and administrative expenses. Add lines 13 through 23	26,995	18,979		5,491
	25 Contributions, gifts, grants paid	728,903			728,903
26 Total expenses and disbursements. Add lines 24 and 25	755,898	18,979		734,394	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-557,025				
b Net investment income (if negative, enter -0-)		179,808			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	444,874	152,942	152,942		
	3	Accounts receivable ▶ <u>12,399</u>					
		Less allowance for doubtful accounts ▶ _____	7,546	12,399	12,399		
	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	5,548	7,013	7,013		
	10a	Investments—U S and state government obligations (attach schedule)	370,463 <input checked="" type="checkbox"/>	175,835	189,163		
	b	Investments—corporate stock (attach schedule)	1,654,264 <input checked="" type="checkbox"/>	1,657,180	2,243,855		
	c	Investments—corporate bonds (attach schedule)	448,639 <input checked="" type="checkbox"/>	370,009	374,590		
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	242,518 <input checked="" type="checkbox"/>	241,449	241,449			
14	Land, buildings, and equipment basis ▶ _____						
	Less accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,173,852	2,616,827	3,221,411			
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	Total liabilities (add lines 17 through 22)	0	0				
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 <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	6,813,958	6,813,958			
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
29	Retained earnings, accumulated income, endowment, or other funds	-3,640,106	-4,197,131				
30	Total net assets or fund balances (see page 17 of the instructions)	3,173,852	2,616,827				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,173,852	2,616,827				

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	3,173,852
2	Enter amount from Part I, line 27a	2	-557,025
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,616,827
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,616,827

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)
1 a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS	P		
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 1,517,998		1,404,636	113,362
b 3,268			3,268
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
a			113,362
b			3,268
c			
d			
e			

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	116,630
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	641,607	3,703,587	0.173239
2011	546,080	4,227,573	0.129171
2010	870,454	4,471,844	0.194652
2009	789,043	4,959,534	0.159096
2008	810,959	5,726,380	0.141618

2 Total of line 1, column (d).	2	0.797776
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.159555
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,395,278
5 Multiply line 4 by line 3.	5	541,734
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,798
7 Add lines 5 and 6.	7	543,532
8 Enter qualifying distributions from Part XII, line 4.	8	734,394

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,798
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,798
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,798
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,545
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	9,545
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	7,747
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 7,747 Refunded	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
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? <i>If "No," attach explanation .</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JAMES L MORGAN JR Telephone no (910) 462-2016 Located at PO BOX 1167 LAUREL HILL NC ZIP +4 28351			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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 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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 20___, 20___, 20___, 20___			
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L MORGAN JR PO BOX 1167 LAUREL HILL, NC 28351	CHAIRMAN, PRESIDENT & DIRE 0 00	0	0	0
ELIZABETH E MORGAN PO BOX 1167 LAUREL HILL, NC 28351	VICE PRESIDENT & DIRECTOR 0 00	0	0	0
TAMMY C IVEY PO BOX 1167 LAUREL HILL, NC 28351	SECRETARY & TREASURER 0 00	0	0	0
SUSAN M FARRELL PO BOX 1167 LAUREL HILL, NC 28351	DIRECTOR 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	▶	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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶

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	3,406,011
b	Average of monthly cash balances.	1b	14,097
c	Fair market value of all other assets (see instructions).	1c	26,875
d	Total (add lines 1a, b, and c).	1d	3,446,983
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	3,446,983
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,705
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,395,278
6	Minimum investment return. Enter 5% of line 5.	6	169,764

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

1	Minimum investment return from Part X, line 6.	1	169,764
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,798
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,798
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	167,966
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	167,966
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	167,966

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	734,394
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	734,394
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,798
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	732,596

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				167,966
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	527,404			
b From 2009.	543,250			
c From 2010.	724,084			
d From 2011.	339,059			
e From 2012.	461,305			
f Total of lines 3a through e.	2,595,102			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>734,394</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				167,966
e Remaining amount distributed out of corpus	566,428			
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	3,161,530			
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	527,404			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,634,126			
10 Analysis of line 9				
a Excess from 2009.	543,250			
b Excess from 2010.	724,084			
c Excess from 2011.	339,059			
d Excess from 2012.	461,305			
e Excess from 2013.	566,428			

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

1a 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.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 JAMES L MORGAN JR
 PO BOX 1167
 LAUREL HILL, NC 28351
 (910) 462-2016

b The form in which applications should be submitted and information and materials they should include
 NO SPECIFIC FORM

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE - GENERALLY AWARDED TO SUPPORT EDUCATION AND COMMUNITY SERVICE

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				728,903
b <i>Approved for future payment</i> See Additional Data Table				
Total				2,411,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY PO BOX 41912 RALEIGH,NC 276291912	N/A	CHARITY	RELAY FOR LIFE	5,000
DOMESTIC VIOLENCE AND RAPE CRISIS CENTER PO BOX 2130 LAURINBURG,NC 28353	N/A	CHARITY	OPERATING FUNDS	15,000
GRACE BAPTIST CHURCH 12940 BLUE WOODS ROAD LAURINBURG,NC 28352	N/A	CHARITY	MISSIONARIES	1,300
HABITAT FOR HUMANITY 12340 MCCOLL ROAD LAURINBURG,NC 28352	N/A	CHARITY	BIKE TO BUILD	5,000
HOSPICE OF SCOTLAND COUNTY PO BOX 1033 LAURINBURG,NC 28353	N/A	CHARITY	RICHARD L BYRNE MEMORIAL GOLF TOURNAMENT	5,000
PRESBYTERY OF COASTAL CAROLINA 807 WEST KING STREET ELIZABETHTOWN,NC 28337	N/A	CHARITY	YOUTH MINISTRIES PROGRAM	25,000
PROJECT INASMUCH 12560 TURNPIKE ROAD LAURINBURG,NC 28352	N/A	CHARITY	FEEDING PROGRAM FOR POVERTY LEVEL CHILDREN	1,000
SCOTLAND COUNTY LITERACY COUNCIL PO BOX 922 LAURINBURG,NC 28353	N/A	CHARITY	OPERATING FUNDS	10,000
SCOTLAND COUNTY PARTNERSHIP - SMART START PO BOX 586 LAURINBURG,NC 28353	N/A	CHARITY	DAY CARE ASSISTANCE PROGRAM	30,000
SCOTLAND COUNTY RECREATION FOUNDATION INC PO BOX 1668 LAURINBURG,NC 28353	N/A	CHARITY	"A WALK IN THE PARK" - SUPPORT TO COMPLETE RECREATION COMPLEX	62,500
SCOTLAND HIGH SCHOOL 1000 WEST CHURCH STREET LAURINBURG,NC 28352	N/A	CHARITY	ATHLETIC PROGRAM	60,000
ST MARY'S AME ZION CHURCH 8920 OLD WIRE ROAD LAUREL HILL,NC 28351	N/A	CHARITY	YOUTH EDUCATION	1,184
MONTREAT COLLEGE PO BOX 1267 MONTREAT,NC 28757	N/A	CHARITY	CHALLENGE GRANT PAYABLE OVER 7 YEARS	50,000
MONTREAT CONFERENCE CENTER PO BOX 969 MONTREAT,NC 28757	N/A	CHARITY	MORGAN YOUTH ENDOWMENT	120,000
SCOTLAND COUNTY FAMILY COUNSELING CENTER INC 1603-A MEDICAL DRIVE LAURINBURG,NC 28352	N/A	CHARITY	FAITH-BASED COUNSELING CENTER	45,000
Total				728,903

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SCOTLAND MEMORIAL FOUNDATION INC 500 LAUCHWOOD DRIVE LAURINBURG, NC 28352	N/A	CHARITY	CARDIAC CENTER CONSTRUCTION	35,000
STORYTELLING ARTS CENTER OF THE SOUTHEAST INC PO BOX 2154 LAURINBURG, NC 28353	N/A	CHARITY	PROVIDING READING SKILLS	26,250
EMERGING ENTREPRENEURS INC PO BOX 13022 DURHAM, NC 27709	N/A	CHARITY	JOB TRAINING FOR VETERANS	25,000
RESTORING HOPE CENTER INC PO BOX 1497 LAURINBURG, NC 28353	N/A	CHARITY	SUMMER FEEDING PROGRAM	25,000
SCOTLAND COMMUNITY HEALTH CLINIC PO BOX 2050 LAURINBURG, NC 28353	N/A	CHARITY	MEDICAL CARE TO UNDERPRIVILEGED	15,300
SCOTLAND HIGH SCHOOL 1000 WEST CHURCH STREET LAURINBURG, NC 28352	N/A	CHARITY	BAND PROGRAM	30,000
ST ANDREWS PRESBYTERIAN COLLEGE 1700 DOGWOOD MILE LAURINBURG, NC 28352	N/A	CHARITY	2013 CAPITAL CAMPAIGN	100,000
THE MORGAN FAMILY CEMETERY TRUST PO BOX 1167 LAUREL HILL, NC 28351	N/A	CHARITY	GENERAL CONTRIBUTIONS	5,000
CHURCH IN THE PINES PO BOX 69 LAUREL HILL, NC 28351	N/A	CHARITY	ROOFING AND GENERAL SUPPORT	19,869
LAURINBURG SCOTLAND COUNTY CHAMBER 606 SOUTH ATKINSON STREET LAURINBURG, NC 28353	N/A	CHARITY	ALIVE AFTER FIVE SPONSORSHIP	1,500
SCOTLAND MEMORIAL FOUNDATION INC 500 LAUCHWOOD DRIVE LAURINBURG, NC 28352	N/A	CHARITY	"PUTTIN ON THE RITZ" FUNDRAISER	10,000
Total				728,903

TY 2013 Accounting Fees Schedule

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,370	0		2,370

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE & OTHERS	370,009	374,590

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE MORGAN FOUNDATION INC**EIN:** 56-1790979

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	1,657,180	2,243,855

**TY 2013 Investments Government
Obligations Schedule**

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

US Government Securities - End of Year Book Value:	175,835
US Government Securities - End of Year Fair Market Value:	189,163
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule**Name:** THE MORGAN FOUNDATION INC**EIN:** 56-1790979

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPORTS MENAGERIE STADIUM, LLC	AT COST	241,449	241,449

TY 2013 Other Expenses Schedule

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	320	320		0
TRAVEL EXPENSE	2,861	0		2,861
OTHER FEES	358	358		0
MISCELLANEOUS EXPENSE	260	0		260

TY 2013 Other Income Schedule**Name:** THE MORGAN FOUNDATION INC**EIN:** 56-1790979

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND INCOME - MERRILL LYNCH	52	0	52
NONDIVIDEND INCOME - FIDUCIARY TRUST	34	0	34
MISCELLANEOUS INCOME - FIDUCIARY TRUST	78	78	78

TY 2013 Other Professional Fees Schedule

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN/MANAGEMENT FEES	17,305	17,305		0

TY 2013 Taxes Schedule

Name: THE MORGAN FOUNDATION INC

EIN: 56-1790979

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	996	996		0
EXCISE TAXES	2,525	0		0